



August 1, 2022

Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai – 400 001

Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (East)
Mumbai – 400051

Scrip Code: 539940

Name of Scrip: MAXVIL

Sub.: Notice of the 7th Annual General Meeting and Annual Report for FY 2021-22

Dear Sir/Madam,

Pursuant to the provisions of Regulation 30, 34, 42 and 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and further to our letter dated July 28, 2022 informing about the seventh Annual General Meeting (“AGM”) of the Company scheduled to be held on Thursday, August 25, 2022 at 1400 hours (IST) through Video Conference (“VC”)/Other Audio Visual Means (“OAVM”) in compliance with circulars issued by the Ministry of Corporate Affairs and SEBI, we wish to inform the following:

1. The Annual Report for the Financial Year 2021-22 and the Notice of AGM are being sent through electronic mode to all the members of the Company whose email addresses are registered with the Company/Depository Participant(s). These documents are also available on the Company’s website at www.maxvil.com.
2. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, August 19, 2022 to Thursday, August 25, 2022 (both days inclusive).
3. The Company is providing the facility to vote by electronic means (remote e-voting as well as e-voting at the AGM) on all the resolutions set out in the AGM notice to the Members, who will be holding shares as on the cut-off date i.e. Friday, August 19, 2022. The remote e-voting period will commence from Monday, August 22, 2022, at 0900 hrs. and will end on Thursday, August 24, 2022 at 1700 hrs. Detailed instructions for remote e-voting and e-voting/attendance at the AGM are given in the Notice of AGM.
4. The Annual Report for FY 2021-22 and the Notice of AGM are enclosed herewith.

You are requested to take the aforesaid on record.

Thanking you,

Yours faithfully,

For Max Ventures and Industries Limited

Ankit Jain
Company Secretary and Compliance Officer

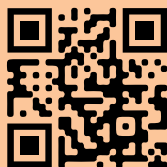
Rechristening the future

ANNUAL
REPORT
2021-22





To know more about the Company log on to
www.maxvil.com



Scan the QR code for
additional information
about the Company

Forward-looking statements

Some information in this report may contain forward-looking statements which include statements regarding Company's expected financial position and results of operations, business plans and prospects etc. and are generally identified by forward-looking words such as "believe," "plan," "anticipate," "continue," "estimate," "expect," "may," "will" or other similar words. Forward-looking statements are dependent on assumptions or basis underlying such statements. We have chosen these assumptions or basis in good faith, and we believe that they are reasonable in all material respects. However, we caution that actual results, performances or achievements could differ materially from those expressed or implied in such forward-looking statements. We undertake no obligation to update or revise any forward-looking statement, whether as a result of new information, future events, or otherwise.

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CORPORATE REVIEW

Our Enterprise



Max Ventures & Industries Limited (MaxVIL) is engaged in Real Estate business in the premium residential and commercial space in Delhi-NCR through its subsidiary companies – Max Estates Limited, Max Asset Services Limited, Max I. Limited. MaxVIL is listed on the NSE and BSE. Besides a 49.7% holding by Analjit Singh sponsor family, other key shareholders include New York Life Insurance and First State Investments.



Established in 2016, Max Estates is the real estate arm of the Max Group. It is a wholly owned subsidiary of MaxVIL. Its vision is to bring the Group's values of Excellence, Credibility and 'Sevabhav' to the Indian real estate sector. Max Estates is focused on developing and operating Grade A, build to lease office complexes. Through its WorkWell concept, Max Estates offers workplaces which provide a blend of community building, technology, and environment friendly features. Its commercial projects include Max Towers, on the edge of South Delhi that opened in 2019 and houses recent occupants such as YES Bank, Cyril Amarchand Mangaldas, DBS, among others, Max House, Okhla, a Grade-A office campus located in South Delhi. Its upcoming projects include Max Square, in Sector 129, Noida which has equity participation from New York Life Insurance .



Max I. Limited is MaxVIL's wholly owned subsidiary, which facilitates intellectual and financial capital to promising and proven early-stage organizations with focus on real estate synergistic to the real estate business of the Max Group. Its investment model is a hybrid of accelerators and venture funding, providing both mentoring and growth capital for the organizations it invests in.





Max Asset Services Limited (MAS), a wholly owned subsidiary of MaxVIL, focuses on providing Real Estate as a service in the form of facility management, community development and managed offices. It aims to bring life into buildings by implementing the Max Estates' WorkWell philosophy through amenities and 'Pulse', which focuses on curating engaging events for office tenants.



Launched in 2008, Max India Foundation (MIF) represents the Max Group's social responsibility efforts. It is focused on the creation of opportunities by empowering children through education and sustainable livelihood skills. MIF's most recent initiative is Social Emotional Ethical (SEE) Learning – a K-to-12 education program to provide high quality, easy-to-use curricula and a comprehensive framework for educators and students for their holistic development. In the past, the Foundation's work focused on healthcare for the underprivileged and benefitted more than 3.4 million people in over 800 locations since its inception.

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Our Enterprise



Max Financial Services Limited (MFSL) is part of India's leading business conglomerate – the Max Group. Focused on Life Insurance, MFSL owns and actively manages an 81.83% majority stake in Max Life Insurance, India's largest non-bank, private life insurance company. MFSL recorded consolidate revenues of ₹31,188 Cr during FY22 and a Profit After Tax of ₹318 Cr.

The Company is listed on the NSE and BSE. Besides a 15% holding by Analjit Singh and sponsor family, some of the other group shareholders include MSI, Ward ferry, New York Life, Baron, GIC, Vanguard, Jupiter, Blackrock, and the Asset Management Companies of Nippon, HDFC, Canara, ICICI, Robeco Prudential, Sundaram, Mirae, DSP and Kotak.



Max Life is the sole operating subsidiary of Max Financial Services Limited. Max Life – a part of the \$4-Bn Max group, an Indian multi business corporation – is India's largest non-bank private life insurer and the fourth largest private life insurance company.

In FY22, Max Life reported an Embedded Value (EV) of ₹14,174 Cr, after allowing for the shareholder dividends led by 22% growth in value of new business. The Operating Return on EV (RoEV) over stood at 19.2%. The New Business Margin (NBM) for FY2022 was 27.4% (at actual costs), an increase of 360 bps and the Value of New Business (VNB) was ₹1,528 Cr (at actual costs), an annual growth of 22%.

On April 6, 2021, Axis Bank Limited, India's third-largest private sector bank, together with its subsidiaries Axis Capital Limited and Axis Securities Limited (collectively referred to as "Axis Entities") became the co-promoters of Max Life. This was after completion of the acquisition of 12.99% stake collectively by the Axis Entities in Max Life. Under the deal, the Axis Entities have a right to acquire an additional stake of up to 7% in Max Life, in one or more tranches, subject to regulatory approvals. Max Life has 346 branch units across India as of March 31, 2022.





New Max India Limited (MIL) was formed in June 2020 after Max India – the erstwhile arm of the \$4-billion Max Group – merged its healthcare assets into Max Healthcare and demerged its senior care and other allied businesses in June 2020 into a new wholly owned subsidiary called Advaita Allied Health Services Limited which was later renamed as Max India Limited.

Max India is now the holding company of Max Group's Senior Care business Antara, an integrated service provider for all senior care needs. It operates across two lines of businesses – Assisted Care services, including Care Homes, Care at Home and MedCare, and independent Residences for seniors.

Max India investor list includes: IFC, New York Life, Nomura, TVF, Rajasthan Global Securities.



ANTARA
SENIOR LIVING

A Max India Enterprise

Antara Senior Living and Antara Assisted Care Services are wholly owned subsidiaries of Max India. The two main lines of businesses are Residence for Seniors and Assisted Care Services, respectively, which provide services for all senior care needs.

Antara's first residential community in Dehradun consists of around 180 apartments spread across 14 acres of land. In 2020, Antara launched a new senior living facility in Noida, Sector-150. With 340 apartments in its first phase of development, it will be ready for possession by 2025.

Antara's Assisted Care Services include 'Care Homes' and 'Care at Home' and MedCare products. They cater to seniors over the age of 55, who need more immersive interventions in their daily lives due to medical or age-related issues.



Measures of **Success**

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MaxVIL has divested its balance 51% stake in MSFL to its strategic partner Toppan Printing for an all cash deal of ₹ 6.3 Bn. Toppan has also taken over the debt of MSFL as part of the deal. Value creation of 3.2x

51%

Stake in MSFL

Max Towers leased area owned by Max Estates stands at ~2.95 lac sq. ft which translates to 98% occupancy - 25-30% premium to micro market

Max Estates stands at

~2.95

Lac sq. ft

100%

occupied with
leasable area

Max House Phase 1 is now 100% occupied with leasable area of 1.05 lac sq. ft

**Grade
A+**

Office Project

Work on Max Square, Grade A+ office project, pre certified for a IGBC Platinum rating both for Green and Health & Wellbeing, continues to be on track and expected to be completed by Q4FY23

219

seats at
'WorkWell Suites'

219 seats at 'WorkWell Suites' in Max House Okhla Phase 1 have been fully occupied

¹As per IND-AS Consolidated Financials

Total Leased Area for Max Estates as on Mar, 2022 4.01 lac Sq. Ft

Leased Area for Max Estates

4.01

Lac sq. ft

Net sales from real estate was 1009.7 mn in FY 22 vs 667 mn in FY 21 growth 51%

1009.7

Mn Net sales

25.5%

EBITDA margin

373 Mn

Lease Rental Income

Net sales from real estate was ₹257.2 mn in FY 22 vs ₹(20) mn in FY 21 - current EBITDA margin of 25.5%

Lease Rental Income for Max Estates FY22 – ₹373 Mn

Our Path

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Our Vision

Enhancing quality of
life through spaces
we create



Our Mission

Focus on exceptional
design, sustainability,
and experiences

Be the preferred choice
for all stakeholders
including customers,
communities,
shareholders, and
employees

Build a great place
to work that attracts,
nurtures and retains
exceptional people

Lead the market
in harnessing
technology to deliver
world class spaces

Be agile in adapting
to the evolving
external environment
and maintain cutting
edge standards of
governance

Our Values



Sevabhav

We encourage a culture of service and helpfulness so that our actions positively impact society. Our commitment to *Seva* defines and differentiates us.



Credibility

We give you our word. And we stand by it. No matter what. A 'No' uttered with the deepest conviction is better than a 'Yes' merely uttered to please, or worse, to avoid trouble. Our words are matched by our actions and behavior.

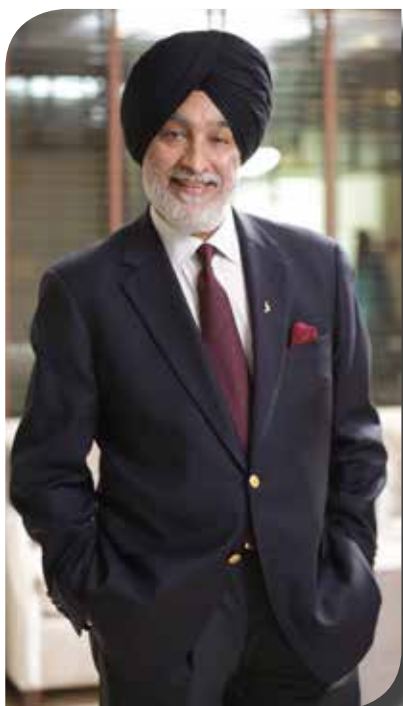


Excellence

We gather the experts and the expertise to deliver the best solutions for life's many moments of truth. We never settle for good enough.



Board of Directors



Mr. Analjit Singh
Founder & Chairman
Max Group

Mr. Analjit Singh is the Founder & Chairman of The Max Group, a \$5-bn Indian multi-business enterprise, with interests in life insurance (Max Life), real estate (Max Estates), senior living (Antara). The Max Group is renowned successful joint ventures with some pre-eminent firms including Mitsui Sumitomo & Toppan, Japan; New York Life Insurance Company; Bupa Plc, Life Healthcare, SA; DSM, Netherlands, Hutchison Whampoa; Motorola, Lockheed Martin, and others.

Amongst privately held family businesses, Mr. Analjit Singh is the founder of Leeu Collection, a group of leisure boutique hotels in Franschhoek, South Africa; The Lake District, UK; and soon to be opened in Florence, Italy. The Leeu Collection also includes a significant presence in wine and viticulture through Mullineux Leeu Family Wines in SA.

Mr. Singh was awarded the Padma Bhushan, India's second highest civilian honour, by the President of India in 2011. An alumnus of The Doon School and Shri Ram College of Commerce, University of Delhi, Mr. Analjit Singh holds an MBA from the Graduate School of Management, Boston University. He has been conferred with an honorary doctorate by Amity University.

He served as a Director on the Board of Sofina NV/SA, Belgium till March 2022 and as the non-executive Chairman of Vodafone India till August 2018.

Mr. Singh was a member of the Founder Executive Board of the Indian School of Business (ISB), India's top ranked B-School and has served as Chairman of the Board of Governors of The Indian Institute of Technology and The Doon School.

Mr. Singh has served on the Prime Minister's Indo US CEO and Indo UK CEO Council. He served as the Honorary Consul General of the Republic of San Marino in India from 2007 till 2018. His appointment as Honorary Counsel General of the Republic of San Marino is reinstated from March 2022.

He has been felicitated by Senator Hillary Clinton, former US Secretary of State, on behalf of the Indian American Centre for Political Awareness for his outstanding achievement in presenting the international community with an understanding of a modern and vibrant India and for creating several successful joint ventures with leading American companies and promoting business ties with the USA.

He has been honoured with the Ernst and Young Entrepreneur of the Year Award (Service Category) and the Golden Peacock Award for Leadership and Service Excellence. In 2014 he was awarded with Spain's second highest civilian honour, the Knight Commander of the Order of Queen Isabella, and the Distinguished Alumni Award from Boston University.



Mr. Sahil Vachani
Managing Director & CEO

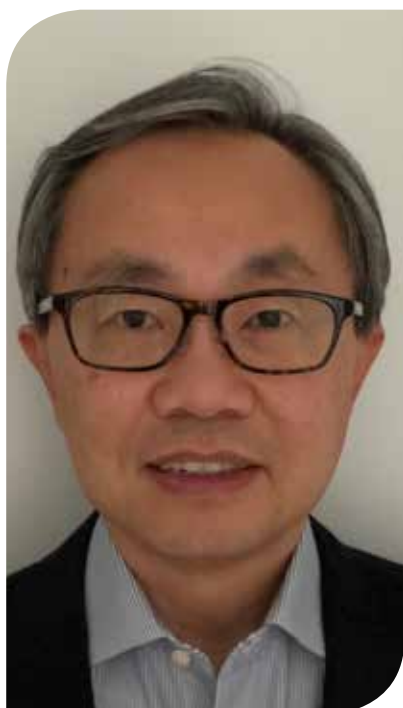
Mr. Sahil Vachani is the CEO & Managing Director of Max Ventures and Industries Limited, one of the three listed companies of the \$5-bn billion Indian conglomerate – the Max Group. He also serves as a Director on the Boards of Max Financial Services Limited and its subsidiary Max Life Insurance as a representative of the Owner Sponsor Group led by Mr. Analjit Singh.

Sahil joined the Max Group in 2016 with a focus on creating a powerful Real Estate brand – Max Estates Limited and steering MaxVIL's other businesses towards growth. Since assuming his role at MaxVIL, he has successfully completed key transactions which will have an enduring impact on the Company's growth journey over the next few years. Max Estates today is among the top few Commercial Real Estate developers in the NCR region with marquee developments such as Max Towers and Max House. The company has received many accolades under Sahil's leadership notable amongst those being – Developer of the Year.

Sahil has also facilitated intellectual and financial capital to promising and proven early-stage organizations across identified sunrise sectors led investments through, Max I.

Sahil started his career as an investment banker with Citigroup in London, where he worked on Mergers and Acquisitions across the Middle East and Africa region. In 2004, he joined Dixon Technologies, a consumer appliance manufacturing firm as Business Head and set up new verticals across multiple locations. He was also involved in the launch of new products, setting up of new manufacturing facilities and establishing relationships with leading brands as customers.

He then progressed as the Co-founder and Managing Director of Dixon Appliances Pvt. Ltd., where he was responsible for the business from inception including designing of products, building the team, setting up the manufacturing facility, operations and building relationships with leading brands in India such as Panasonic, Godrej, LG, among others. He holds a Bachelor's degree in Management Sciences from the University of Warwick, U.K. and an Executive Management Program on Disruptive Innovation from the Harvard Business School.



Mr. Ka Luk Stanley Tai
Non-Executive Director

Mr. Ka Luk Stanley Tai is a Managing Director at the Office of the Chief Investment Officer at New York Life Insurance Company. His responsibilities include the oversight and implementation of select investment programs over various asset classes.

Mr. Tai has over 35 years of investment and portfolio management experience. He serves on the boards of several investment advisors and joint venture companies on behalf of New York Life. He was also a former board member of listed companies in Hong Kong/Thailand.

Mr. Tai joined New York Life Enterprises in Hong Kong in 1999 as Vice President - Investment, supporting the firm's investment activities in Asia. He was transferred to New York in 2003 to assume the role of NYLE's Chief Investment Officer, where he was responsible for the firm's

international investment portfolios, setting country investment policies as well as optimizing performance within ALM and risk tolerance considerations. He moved to his current position in 2012.

Mr. Tai started his career at CIBC Wood Gundy in Toronto - first in corporate real estate project finance and then in investment banking. He was relocated to Hong Kong in 1995 to assume the role of Executive Director at CIBC CEF, a joint venture between CIBC and the Cheung Kong Group, responsible for the origination/structuring of merchant banking and corporate finance transactions.

Mr. Tai holds a Bachelor of Commerce (Honors) degree from the University of Manitoba and an MBA from the University of Toronto.



Mr. D.K. Mittal
Independent Director

Mr. D. K. Mittal is a former Indian Administrative Service (IAS) officer from the batch of 1977 and has served the Government of India in various capacities, including Secretary, Department of Financial Services, Secretary, Ministry of Corporate Affairs and Additional Secretary, Department of Commerce.

Mr. Mittal has hands on experience in Infrastructure, International Trade, Urban Development, Renewable Energy, Agriculture Development and Micro-Credit, Corporate Governance, Banking, Insurance, Pension and Finance. He holds a Master's degree in physics with specialization in Electronics from the University of Allahabad, India.



Mr. Kummamuri Narasimha Murthy
Independent Director

Mr. K Narasimha Murthy having a brilliant Academic record, getting ranks in both CA & ICWA courses, entered the profession of Cost & Management Accountancy in 1983. Presently, he is on the Boards of National Stock Exchange (NSE), NELCO (A TATA Enterprise), Max Life Insurance Company Ltd., Max Healthcare Institute Ltd., Max Financial Services Ltd., and Shivalik Small Finance Bank Ltd., earlier he was associated as a Director on the Boards of Oil and Natural Gas Corporation Ltd., (ONGC), IDBI Bank Ltd., LIC Housing Finance Ltd., UTI Bank Ltd., (presently AXIS Bank), Member Board of Supervision NABARD, Unit Trust of India

(UTI), Infiniti Retail Limited (TATA Croma), IFCI Ltd., STCI Finance Ltd., (Formerly Securities Trading Corporation of India Ltd.), AP State Finance Corporation, APIDC Ltd., etc., He was also associated as a Member / Chairman of more than 50 High Level Government Committees both at State & Central Level. He is associated with the Development of Cost & Management Information Systems for more than 175 Companies covering more than 50 Industries. He is also a Member on the Cost Accounting Standards Board of the Institute of Cost Accountants of India



Mr. Niten Malhan
Independent Director

Mr. Niten Malhan is the founder and managing partner of New Mark Advisors LLP, an investment firm focused on bringing a private markets approach to investing in the public markets. Prior to founding New Mark Advisors LLP in April 2018, he was the managing director and co-head of India at Warburg Pincus India Private Limited ("Warburg Pincus"), a global private equity firm.

Niten joined Warburg Pincus in 2001 and became a partner at the firm in 2007. In 2012, he was appointed the co-head of the India business, co-leading a team of 15 investment professionals and a portfolio of over \$3 billion in value. Between 2012 and 2017, Niten was also a member of the global executive management group of the firm, a group of senior partners who lead different offices and industry groups at Warburg Pincus.

Prior to joining Warburg Pincus, he worked as director of business development at Stratum 8, a Silicon Valley technology start-up company. Before that, he was an engagement

manager at McKinsey & Company, and worked in the India, South East Asia and Boston offices of the firm.

Niten has served as member of the board of directors of several investee companies including Alliance Tire Company, AVTEC, Cleanmax Solar, DB Corp, Diligent Power Private Limited, Embassy Industrial Parks, Havells India Limited, Laurus Labs, Lemon Tree Hotels, Metropolis Healthcare Limited and Sintex Industries Limited.

He currently serves as an Independent Director on the boards of Max Ventures and Industries Limited, Max India Limited, Lemon Tree Hotels, and Fleur Hotels Private Limited. Niten has also served as the vice-chairman of the Indian Venture Capital and Private Equity Association and is a Founder and Trustee of Plaksha University.

Niten studied Computer Science & Engineering at Indian Institute of Technology, New Delhi, and completed his Post Graduate Diploma in Management from Indian Institute of Management, Ahmedabad.



Ms. Gauri Padmanabhan
Independent Director

Ms. Gauri Padmanabhan is a Global Partner and leads the CEO & Board and Consumer Markets Practices for Heidrick & Struggles in India. She also oversees the Education Practice in South Asia.

A long-tenured partner, Gauri joined Heidrick & Struggles in 2000 and over the last 18 years has played a key role in building the business in India. Working closely at the top with the leadership teams in India and the region, she has assisted them in building their leadership teams in South Asia. Her clients include large global and Indian corporations in the consumer, retail, luxury, hospitality & leisure, education and OTC sectors, Gauri has also assisted many of them build their top leadership teams during start-up / India entry.

Before moving to her present position of leading the Consumer Markets Practice, she set up and very successfully built the Lifesciences Practice for the company in India. During the six years that she

led the Practice in India, she partnered closely with all the leading players in the pharmaceuticals & devices sectors in the country.

Ms. Gauri has specialized in leadership searches at the Board and 'C' level. In meeting the leadership needs of her clients, she has been very successful not only in tapping Indian leadership talent both in market & abroad but also in bringing in talent from overseas. Partnering with her clients in driving their digital & diversity agendas is a focus area for Gauri.

Prior to joining Heidrick & Struggles, she had a leadership role in a major direct-selling multinational with overall responsibility for customer services & delivery. As part of the senior management team, she was a key member on the Strategic Planning Group of the company. Her career also includes general management, consulting, and teaching stints.



STRATEGIC REVIEW

Letter to Shareholders

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This decision to enter residential vertical is based on several positive factors, including all-time high affordability, low-mortgage rates, fiscal incentives and changing consumer preferences. The company also intends to leverage the Group's strength in terms of its brand equity, partnership DNA, track record in commercial real estate and deep local knowledge and expertise for a successful foray.

Analjit Singh
Founder & Chairman



Our projects have redefined the commercial real estate landscape of Delhi-NCR in terms of product quality, customer experience, and rental realizations. We have been able to achieve this by implementing 'WorkWell' philosophy - our operating mantra.

Sahil Vachani
MD & CEO



Dear Shareholders, Greetings !

During the year under reference, businesses around the world continued to navigate challenges due to the pandemic as well as high volatility in commodity prices. For Max Ventures and Industries Limited (MaxVIL) this was the year of restructuring and refocus. True to our long-term strategy of focusing on the real estate sector under the aegis of Max Estates, we restructured the business mix by divesting our Specialty Packaging Films business. This has enabled the company to commit itself to a path of becoming a pure play and focused real estate player.

Arising from the disinvestment, the Company added an additional corpus of ₹600-650 crore and is now looking at a war-chest of more than ₹1,000 crore to expand its real estate business.

With undivided focus on real estate, and a renewed purpose to “enhance the quality of life through the spaces we create,” the Company has also decided to enter the residential segment. The Company will now focus in developing premium residential and commercial spaces in Delhi-NCR in line with our stated objective of striving for real estate excellence in one region, and across multiple asset classes.

This decision to enter residential vertical is based on several positive factors, including all-time high affordability, low-mortgage rates, fiscal incentives and changing consumer preferences. The company also intends to leverage the Group's strength in terms of its brand equity, partnership DNA, track record in commercial real estate and deep local knowledge and expertise for a successful foray.

While the Indian economy has shown resilience against COVID-19 led business disruption, the ongoing Russia-Ukraine war has slowed down economic growth globally and has had its cascading effect on the Indian economy too, in particular inflation, leading to higher interest rates. This along with higher commodity prices has translated into 10-15% higher cost of development for real estate players in India. Despite this, we have been able to control costs and time within budget for both of our ongoing commercial real estate developments - Max Square in Noida and Max House Phase-II in Delhi. We have been able to achieve this through combination of factors including design-led interventions, procurement efficiencies and rigorous planning and monitoring.

The residential market turned the corner in FY22 with sales momentum consistently improving over the year.



Arising from the disinvestment, the Company added an additional corpus of ₹600-650 crore and is now looking at a war-chest of more than ₹1,000 crore to expand its real estate business.

The pandemic turned into a strong factor by supporting housing demand and resulted in a paradigm shift in the attitude of end-users for residential properties. Commercial office space has too witnessed a strong revival in leasing activities in FY22 leading to better absorption and lower vacancy. Fresh leasing was the primary driver of leasing activity and the momentum is expected to continue in FY23.

Our two commercial real estate developments - Max Towers in Noida and Max House Phase-I in Delhi are *fully leased* out at a 25-30% rental premium to leading domestic and multi-national corporations across multiple sectors, despite COVID 19 led uncertainty. This is a clear testimony of 'flight to quality' and occupiers willing to pay premium for quality developments, which is scarce across Delhi-NCR. This led to an annual increase in lease rental income for Max Estates by 116% ₹38.5 crore in FY22. The revenue pool will continue to grow once Max House Phase-II and Max Square get completed and the leasing starts.

Our projects have redefined the commercial real estate landscape of Delhi-NCR in terms of product quality, customer experience, and rental realizations. We have been able to achieve this by implementing "WorkWell" philosophy - our operating mantra.

"WorkWell", stands for a lifestyle where all the physical amenities of a modern

workspace come together with human centric design. "Work" and "Life" have stopped being two distinct halves of our culture. Instead, all of our lives are informed by how we work and our work is informed by how we live. Essentially, we envision all our developments to be an environment built around enhancing and enriching your work and your life, allowing you to truly 'WorkWell'

We endeavour to implement this mantra in the avatar of 'LiveWell' in our future residential spaces. 'LiveWell', for residential spaces, envisions a living ecosystem that enhances and enriches the quality of life of its occupiers by building a confluence of spaces that enables comfort, healthy living, and community experiences, while ensuring their physical and emotional health and well-being. Close attention will be paid to elements like air, water, safety, biophilia, recreation and more by bringing the highest standards of expertise that goes into every stage of planning and execution – from design to operations of our spaces, leading to an unparalleled experience for its occupiers. We are looking forward to launch our first residential community in Delhi- NCR in H2 2023.

As a part of our 'One Region, Multiple Asset Class' strategy we aspire to add on an average approximately 1 million sq. ft. each in commercial and residential segments per year over the next three - five years. As we grow, we will ensure a healthy mix of geographical footprint



"WorkWell", stands for a lifestyle where all the physical amenities of a modern workspace come together with human centric design. "Work" and "Life" have stopped being two distinct halves of our culture.

within Delhi – NCR and development models - Joint Developments versus outright purchase; to diversify the risk profile of the portfolio. We will continue to partner with institutional investors as we scale our real estate development portfolio.

We are confident to make Max Estates, a leading real estate developer in Delhi-NCR – a market that has a huge vacuum of credible, well-funded and reputed developers despite it being one of the largest real estate market Pan- India.

We thank each and every one of you for your continued belief in the Company and its vision. We are grateful to all our employees across the Group, our business partners, our JV partner New York Life Insurance Company, investors, shareholders, as well as the government and its various agencies with whom we engage actively for their support.

Analjit Singh

Founder & Chairman

Sahil Vachani

MD & CEO





MANAGEMENT DISCUSSION AND ANALYSIS

Management Discussion & Analysis



Sahil Vachani
Managing Director & Chief Executive Officer

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MVIL TRANSITIONING INTO A PUREPLAY REAL ESTATE FOCUSED COMPANY

Exit of Specialty packaging films

business: Max Ventures and Industries Limited (MaxVIL) was formed in 2015 following the demerger of Max India with the legacy business of Max Speciality Films Limited (MSFL). In the same year, MaxVIL decided to venture into the Real Estate business. The company has always firmly stated that the future growth driver for its business would be the Real Estate vertical with the maximum capital allocation.

The year 2021-22 (FY22) was transformational wherein MaxVIL restructured its portfolio by announcing an exit from the Specialty Packaging Films business to focus on Real Estate. The company divested its 51% stake in MSFL for ₹628 crore to its partner Toppan

Printing. Toppan, which already held 49% stake in MSFL, will now become 100% owner of the business after the closure of the transaction.

The rationale for the exit is as follows:

- Emerge as a pure-play Real Estate (RE) business entity with a deep focus on creating value
- Generate capital necessary for scaling the RE business.
- Attract strategic and financial partners to scale the RE business in an asset-light manner.

Moving forward, MaxVIL will be rechristened as Max Estates Limited through a proposed reverse merger subject to approvals. The Company will focus on the RE business in the premium residential and commercial space in Delhi-NCR.



MaxVIL
restructured
its portfolio by
announcing
an exit from
the Specialty
Packaging Films
business to focus
on Real Estate. The
company divested
its 51% stake in
MSFL for ₹628
crore to its partner
Toppan Printing.





Divesting the packaging business will generate additional growth capital of ₹600-650 crore to be deployed in the RE business. The Company has received the first tranche payment of ~₹494 crore with the second tranche of payment of about ₹132-135 crore expected to be received before June 2023.

Following the completion of the divestment, the Company will be able to create a war-chest of more than ₹1000 crore funded from sale proceeds, internal accruals, and potential commitment from financial investors. It will look to expand its RE business through strategic & financial partners akin to Max Estates' partnership with New York Life for its Max Square project. We are in advanced discussions with nearly half a dozen landowners to acquire and develop prime land parcels in the Delhi-NCR.

Reverse Merger: The Company's Board has approved the Composite Scheme of Amalgamation and Arrangement whereby Max Ventures & Industries Limited (MaxVIL) will merge with Max Estates Limited (MEL), the wholly owned subsidiary of MaxVIL. The new listed entity, named Max Estates Limited, will truly reflect our vision, the nature of our business and aspirations to scale the RE footprint in Delhi-NCR. The merger would

enhance MEL's balance sheet flexibility to further expand and grow the RE business and the company also expects time and cost synergies through streamlining of administrative operations.

Renewed Purpose and Mission: With an undivided focus on RE, the Company has a renewed purpose to *"Enhancing quality of life through spaces we create"*.

It aims to achieve this through:

- Focusing on exceptional design, sustainability, and experiences
- Being the most preferred choice for all stakeholders including customers, communities, shareholders, and employees
- Building a great place to work that attracts, nurtures and retains exceptional people
- Leading the market in harnessing technology to deliver world class spaces
- Maintaining cutting edge standards of governance
- Being agile in adapting to the evolving external environment.



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Strategy in Real Estate: Last year marked a strategic shift in our RE strategy. While we continue to focus on expanding the Company's commercial office footprint and building a portfolio of annuity-yielding assets, we also began exploring a foray into the residential segment in Delhi-NCR in line with our mission – One region, multiple asset classes.

The decision to enter the Residential asset class is based on several positive factors, including but not limited to all-time high affordability, low-mortgage rates (under pressure in the recent months), fiscal incentives, changing consumer preferences, flight to credible corporate developers who can execute and deliver projects on time with an ecosystem of promised amenities, among others. Besides, we also intend to leverage the group's brand equity, its strength in terms of landbank, partners, and network for a successful foray. Within residential, we intend to focus on mid-to-high-end income segments providing a 'LiveWell' experience to positively impact the lives of our residents.

Our commercial and residential portfolio is targeted towards expanding at an average of approximately 1 million sq ft each per year for the next five years. We are confident to make Max Estates one of the leading multi-asset class RE developers in Delhi-NCR – a market that has a huge vacuum of credible and reputed developers despite its mammoth size.

GLOBAL ECONOMY

As per the International Monetary Fund, global growth is projected to slow from an estimated 6.1% in 2021 to 3.6% in 2022 and 2023. Beyond 2023, global growth is forecasted to grow at 3.3% per annum over the medium

term. Crucially, this forecast assumes the ongoing conflict remains confined to Ukraine, further sanctions on Russia exempt the energy sector¹, and impact of the COVID-19 pandemic on health and economy abates over 2022.

The war in Ukraine has triggered a costly humanitarian crisis that necessitates a peaceful resolution. The economic damage from the conflict will contribute to a significant slowdown in global growth in 2022. A severe double-digit drop in the GDP of Ukraine and a contraction of the Russian economy are more than likely, along with worldwide spill overs through commodity markets, trade, and financial channels.

Even as the war hinders growth, inflation is expected to shoot up. Besides increase in cost of living, the surging prices of the raw material for construction and the development industry have increased pressure on the margins of developers. Further, as central banks continue to raise interest rates to thwart inflation, it will increase pressure on the emerging markets and developing economies.

Driven by war-induced commodity price increases and broadening price pressures, inflation is projected at 5-6 percent in advanced economies and 8-9 percent in emerging market and developing economies.

INDIAN ECONOMY

The National Statistical Office (NSO), in its second Advanced Estimates of the national accounts pegged the country's growth for FY22 at 8.9%. In April 2022, The Reserve Bank of India's (RBI) Monetary Policy Committee (MPC) estimated the GDP growth rate for FY23 would be at 7.2% assuming crude oil prices at \$100 per barrel during the

¹ The impact of European countries' decisions to wean themselves off Russian energy and embargoes announced through March 31, 2022, are factored into the baseline



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financial year. The projection of the GDP growth for FY23 is estimated at 16.2% in Q1 (Apr-Jun 2022), 6.2% in Q2 (Jul-Sept 2022), 4.1% in Q3 (Oct-Dec 2022), and 4% in Q4 (Jan-Mar 2023).

The headline CPI inflation breached the upper tolerance threshold of 6% at the start of the year 2022. Pick-up in food inflation, including those of cereals, vegetables, and spices, etc. contributed the most towards this breach. The inflation trajectory will critically depend upon the evolving geopolitical situation and its impact on global commodity prices and logistics. Considering these factors, and on the assumption of a

normal monsoon in 2022 and average Brent crude oil price of \$100 per barrel, inflation is projected at 5.7²% in 2022-23.

The India government has implemented a range of policy initiatives in the areas of sustainable development, infrastructural improvements, ease of doing business, banking and financial services, job creation, digital transformation, manufacturing, and services industries to build a strong base for the Indian economy. This is reflected in the FY23 Union Budget which provides a framework for propelling growth by focusing on four key themes: (i)

² Source: RBI Monetary Policy Statement for 2022-23, Dated April 6-8, 2022



The second wave of COVID-19 hit the sector just as it had begun to revive itself. Unlike the first wave, the ramifications of the second wave were not as prolonged. Despite a devastating second wave, investments into the RE sector have been unwavering, especially from domestic and global investors.



Improving economic/business environment post the COVID-19 second wave, increased understanding and acknowledgment of the pandemic's challenges and focus on vaccinations had helped the residential market stage a smart recovery in Q2FY22, and the third and fourth quarter held the promise of a sustained recovery

public investment for building modern infrastructure under PM Gati Shakti (ii) inclusive development (iii) productivity and investment, sunrise opportunities, energy transition, and climate action and (iv) financing of investment.

The macroeconomic stability indicators suggest the Indian economy is well-placed to take on the foreseen challenges. The growth in FY23 will be supported by widespread vaccine coverage, gains from supply side reforms, easing of regulations, robust export growth, and availability of fiscal space to ramp up capital spending. The year ahead also looks poised for a pickup in private sector investment, with the financial system in a good position to support economy's revival.

Real Estate Sector in India

2021 was a watershed moment for India's RE sector as the sector continued to show resilience and steady rise in demand for office and residential spaces despite the exigencies originating from the pandemic. The first wave of COVID-19

had brought the sector to a relative standstill for a while. However, by the last quarter of 2020, the market picked pace, particularly owing to an increase in demand for residential spaces. The second wave of COVID-19 hit the sector just as it had begun to revive itself. Unlike the first wave, the ramifications of the second wave were not as prolonged. Despite a devastating second wave, investments into the RE sector have been unwavering, especially from domestic and global investors.

While domestic capital led to completion of deals in the residential sector, foreign investors were largely seen focusing on commercial assets. The sector attracted investments worth \$943³ million during Q4FY22 – a 41% jump in institutional investments over the previous quarter – led by the office segment and a comeback of retail RE with several large deals in the pipeline. The CY2022 investment volumes are likely to be on a par with 2018 and 2019 (pre-COVID-19) levels.

³ Source: Economic Times (JLL Report), Dated April 25, 2022

From the RE sector perspective, the escalation in commodity prices is a serious cause of concern, and is expected to stabilize in FY23. With healthy recovery in end-user-led demand, which is expected to continue, the developers hope to pass on a part of the escalation by increasing the sale prices while continuing to optimize costs.

Residential Real Estate

The residential market turned a corner in FY22 with sales momentum consistently improving over the year. The COVID-19 pandemic turned into a strong factor by supporting housing demand and resulted in a paradigm shift in the attitude of end users for residential properties. These users, perhaps due to the uncertainty caused by the pandemic, started gravitating towards the security of home ownership.

Improving economic/business environment post the COVID-19 second wave, increased understanding and acknowledgment of the pandemic's challenges and focus on vaccinations had helped the residential market stage a smart recovery in Q2FY22, and the third and fourth quarter held the promise of a sustained recovery.

The growth in sales was, of course, aided by the decadal low home-loan interest regime, falling house prices coupled with the demand stimulant measures undertaken by some of the state governments. Sales⁴ in FY22 were 34% higher than the year-ago period. Market traction did not disappoint in Q4FY22 despite concerns of the Omicron variant, which ultimately had very little impact on the residential market. While ready inventory remains a strong preference for homebuyers, established developers with a robust execution record are increasingly finding a market for their under-construction inventory, too.

According to the CBRE India Market Outlook 2022, capital values are anticipated to witness an uptick due to factors such as robust sales and rising material costs forcing developers to pass on the costs to the buyers. Additionally, with home schooling and remote working likely to continue (if not continuously, but sporadically), location is no longer the single most important factor while making home-purchase decisions. Factors such as larger homes, flexibility on configuration and robust ecosystem of amenities enabled by

4 Source: Knight Frank – India Real Estate (Residential and Office – 2021)



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technology are likely to remain key focus areas for the developers.

Over the last couple of years, the residential sector has undergone structural reforms that have improved transparency and access to quality information, and led to consolidation in the industry. Buyers have also become more informed with end-use taking the lead over speculative investments. With recent headwinds in terms of surging inflation and hike in interest rates, sales are expected to come under pressure. Further, this coupled with interim escalation in commodity prices will also add pressure on the margins for the developers. Hence, going forward, developer reputation, execution capability and financial position would gain even more prominence in determining the shift of the market share. This is reflected in the doubling of the market share of 10 listed developers over the last five years and the gap has accelerated over the recent quarters.

Commercial Real Estate

Commercial office space has witnessed a strong revival in leasing activities in FY22 leading to better absorption and lower vacancy. Fresh leasing was the

primary driver of leasing activity and the momentum is expected to continue in FY23. The occupancy would involve a combination of pent-up demand and expansionary/consolidation-led leasing as the occupiers start to re-align their business strategies after a pandemic-induced hiatus. According to an analysis published in JLL's Office Market Update, Q1, 2022, net absorption across seven cities stood at 11.6 million sq ft – up by a significant 113% y-o-y.

For Delhi-NCR as well, the market is in recovery mode with pent-up demand for office spaces coming from different sectors. The region recorded a net absorption of 4.9⁵ million sq ft in FY22, up 75% y-o-y and new supply addition was recorded at 6.0⁵ million sq ft, down 20% y-o-y. The gross leasing activity was much higher driven by pre-commitment activity, while a significant number of renewals were also recorded during the year.

For 2022, Grade-A supply of 50-52⁵ million sq ft is expected to be completed across the top seven cities, with net absorption to be around 36-38⁵ million sq ft – a 35-40% y-o-y growth. For superior grade supply (institutional and top

5 Source: JLL Office Market Update – Q4 2021



The leasing in CRE business was impacted during the start of FY22 on account of the deadlier second wave of COVID-19. However, as the year progressed and the intensity of pandemic reduced, the industry witnessed strong traction in leasing. With a strong portfolio of direct initiatives, including digital outreach, the teams at Max Estates were able to deliver spectacular results.



Commercial office space has witnessed a strong revival in leasing activities in FY22 leading to better absorption and lower vacancy. Fresh leasing was the primary driver of leasing activity and the momentum is expected to continue in FY23

developers), the pre-commitment rate rise is as high as 35%, clearly signaling the demand of flight-to-quality assets from major occupiers, and the long-term confidence in India with offices remaining central to their workplace strategies.

According to the CBRE India Market Outlook 2022, occupier appetite for office expansion is strengthening. Technology firms, flexible space operators and manufacturing sector would continue to dominate the leasing activity. IT/ITES players in India have benefitted in terms of demand on the back of acceleration in digital intervention and have been on an unprecedented hiring spree. They

continue to account for 35-40% of the demand for commercial office spaces. Having said that, the margins have come under pressure in recent months due to rising salaries and headwinds in the global economy which may lead to companies reevaluating their spends. We will need to carefully watch how this pans out in coming quarters.

As economic recovery gains momentum, companies from all key sectors are shifting away from negative views on office leasing, once held at the onset of the pandemic. With offices set to be centers of collaboration and improved productivity levels, the workplace designs will be recalibrated accordingly.

Following their pandemic experience, the occupiers started to demand a more sophisticated RE offering that is capable of meeting both employee satisfaction for a safer and healthier working environment as well as companies' need for flexibility. The ESG measures coupled with our focus on holistic well-being of the employees as well as the WorkWell philosophy driven office developments will continue to fare well.

This is evident from the strong traction witnessed by Grade A+ developer-owned and developer-managed office spaces like the ones from Max Estates, which has further accelerated the impetus on 'Flight to Quality'.

BUSINESS PERFORMANCE

The year gone by was a transformational one for the company where it narrowed down its focus from dual businesses of Real Estate & Specialty Packaging Films to only the Real Estate business. The Company divested its 51% stake in the Specialty Packaging Films business for ~ ₹630 crore to its existing partner – Toppan Printing. Toppan, which already held 49% stake in MSFL, will become the 100% owner of the business post the successful closure of the transaction.

Since its inception, the leadership team had indicated that Real Estate would be the company's long-term focus area. Following this divestment, we are glad the company's entire focus and energy will now be dedicated into growing and scaling up the RE business.

Within the business, we announced our intention to foray into the residential business – a strategic move after firmly establishing our feet in Commercial Real Estate (CRE) thereby cementing the legacy of the Max Group. The leasing in CRE business was impacted during the start of FY22 on account of the deadlier second wave of COVID-19. However, as the year progressed and the intensity of pandemic reduced, the industry witnessed strong traction in leasing. With a strong portfolio of direct initiatives, including digital outreach, the teams at Max Estates were able to deliver spectacular results.

Currently, Max Estates includes two completed commercial projects – Max Towers & Max House Phase-I. The total leased area for Max Estates increased 36% during the year to 4,00,433 sq ft in FY22 as compared with 2,95,232 sq ft in FY21. The lease rental income for Max Estates



We, even at a nascent stage of our growth journey, have taken small yet significant steps in the right direction. Our first sustainability report, based on the Global Reporting Initiative framework, was published in November 21. We prioritized our goals over short-term (6 months), medium-term (3 years) and long-term (5 years) across the ESG category basis our detailed gap analysis across all verticals.



increased 109.88% during the year to ₹37.36 crore in FY22 as compared with ₹17.8 crore in FY21.

At Max Towers, the occupancy for the area owned by MEL increased to 98% in FY22 from 91% in FY21. The leased area increased by 19,194 sq ft to 295,137 sq ft in FY22 from 275,943 sq ft in FY21. The lease rental income from Max Towers increased 45.89% to ₹30.2 crore in FY22 from ₹20.7 crore in FY21. Max Towers top notch clients such as Khaitan & Co., Emerson, Indian Energy Exchange, YES Bank, Veolia, and Cyril Amarchand Mangaldas, among others.

At Max House Phase 1, the occupancy reached 100% in FY22 from just 18% in FY21. The leased area increased by 86,137 sq ft to 1,05,426 Sq. Ft in FY22 from 19,289 sq ft in FY21. The lease rental income from Max House increased 789% to ₹7.1 crore in FY22 from ₹0.8 crore in FY21.

Between Max Towers and Max House, both of which are fully leased, we have been able to curate a very healthy and

balanced mix of client across sectors – both leading domestic players and multinational companies. Some of them are Samsung, Target Sourcing, Nykaa, Emerson, Cyril Amarchand Mangaldas, Indian Energy Exchange, YES Bank, JC Penney, Veolia, Delhix, Udacity, DBS Bank and several more. In addition, we have been able to curate a unique mix of F&B, retail, sports, and other amenities across our portfolio to deliver on our *WorkWell* promise as a key differentiator to the overall experience.

The revenue pool will continue to grow once Max House Phase-II and Max Square get completed and the leasing commences. Significant addition to the cash flow streams will begin when we start launching residential projects. Max Estates' cash flows will gradually build-up over time from only leasing inflow to leasing income plus residential cashflows – both of which will build-up over time as we move to a greater number of projects.

Having demonstrated success with our initial developments, all of which



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command a significant premium of 25-30% to the micro market rates, we are confident to recreate the same in our residential RE journey and create value for our customers and all stakeholders.

Our managed office offering – ‘WorkWell Suites’ at Max House Okhla – offer flexible office space to the occupiers who do not prefer to have a long-term lease commitment. It saves a huge upfront cost for the companies and prevents the hassle of maintaining the office space. We have created a 200+ seats managed office space at Max House which is 95% signed up. We are extremely encouraged with the response and will strongly evaluate launching WorkWell suites at our upcoming projects as well.

Revenue for Max Asset Services (MAS) increased 87% in FY22 to ₹23.9 crore from ₹12.8 crore in FY21. We expect the facility services business of MAS to pick up strongly in FY23 as offices reopen.

Key Focus Areas for FY23

Cultivating Talent: While maintaining a lean corporate set-up, we will continue to invest in building organizational capacity, including leadership bandwidth in cohesion with the scale and scope of our current and aspired RE portfolios. The focus will remain on strengthening land acquisition, liaisoning, construction, sales and marketing and asset management

capabilities to effectively serve across a range of micro-markets within Delhi-NCR through a wide spectrum of product, price, demand mix and regulatory landscape.

Environment, Sustainability and Governance (ESG): ESG issues such as carbon emissions, use of sustainable materials, energy efficiency and wellness enhancements are becoming important for both occupiers as well the investors of Real Estate. We, even at a nascent stage of our growth journey, have taken small yet significant steps in the right direction. Our first sustainability report, based on the Global Reporting Initiative framework, was published in November 2021. We prioritized our goals over short-term (6 months), medium-term (3 years) and long-term (5 years) across the ESG category basis our detailed gap analysis across all verticals. For the next year, we are targeting to be ranked on the Global Real Estate Sustainability Benchmark (GRESB) scale. This would enable us to benchmark ourselves against the best practices of leading players – domestic and global. We view this as a long-term journey of continuous improvement.

Customer Experience: We always strive to enhance the experiences of our tenants and have managed to do so by integrating the following WorkWell elements into our approach:



Culture: A power-packed PULSE calendar of events across various genres – music, wellness, culinary arts and cuisines, art & more – fosters a sense of cultural immersion and provides a welcome and invigorating break from the daily routine.

Physical Well-Being

- **Air:** We provide the freshest air in our buildings with HEPA Grade advanced filtration.
- **Water:** An intelligent water harvesting & recycling strategy enables us to provide clean water, while lowering our impact on the environment.
- **Sanitation:** We go beyond the 'required' standards of sanitation and cleanliness to provide the highest quality of care and germ-free environment across all our developments.
- **Nutrition:** We attempt to provide seasonal-first fresh produce, portion-controlled, well-sourced food options to our tenants.
- **Comfort:** Accessibility, ergonomics, acoustics, and thermal considerations with humidity control have been optimized to deliver distraction-free, productive, and comfortable spaces to our tenants.
- **Technology:** Our technology assisted workspaces pave the way to marry modernity with the

conventional engagement with office spaces.

Emotional Well-Being

- **Recreation:** Abundant amenities to ensure balance between work and play have been created, along with restful spaces for recreation.
- **Nature:** Access to green spaces and abundant daylight is ensured in the developments, along with integration of biophilic design.
- **Culture:** A power-packed PULSE calendar of events across various genres – music, wellness, culinary arts and cuisines, art & more – fosters a sense of cultural immersion and provides a welcome and invigorating break from the daily routine.
- **Community:** The events held regularly at our premises foster organic community building across building occupants.
- **Spiritual Well-Being:** Incorporating features such as biophilia, beauty and design, our developments provide an environment that optimizes cognitive and emotional health.



Max Estates has proven its capability on design-led differentiation with its assets and will continue to leverage its design capabilities to cater to each micro market, anchored around the customer's needs and well-being. As an illustration, we have installed four levels of air filtration at Max House, a first in any of the multi-tenanted buildings within an office space.



Additionally, for our upcoming residential communities, we intend to integrate additional elements that ensure the holistic well-being of residents through the concept of LiveWell:

- **Safety and Security:** Multi-tier security and high standards of cleaning/sanitization.
- **Intergenerational Living:** Age-inclusive design; provision for dedicated amenities for each age group for recreation and comfort.
- **Light:** Abundant natural light utilization in units to reduce energy consumption. Developments designed in a climate-responsive format to ensure thermal comfort and control over micro-climate.
- **Sustainability:** Close attention paid to use of sustainable materials, conservation, recycling, and efficient use of resources.
- **Health and wellness:** Promoting a healthier lifestyle through agile design interventions encouraging physical activity.
- **Biophilia:** Incorporating features such as green design for better cognitive and emotional health, and native species that are conducive to the local biodiversity.

Design and Technology: Max Estates has proven its capability on design-led differentiation with its assets and will continue to leverage its design capabilities to cater to each micro market, anchored around the customer's needs and well-being. As an illustration, we have installed four levels of air filtration at Max House, a first in any of the multi-tenanted buildings within an office space.

In terms of office spaces, we will be focusing on creating flexibility around tenant space requirements (floor plates that can cater to both initial and subsequent expansion needs), longevity and futureproofing the products for technology innovation and work culture, sustainability, and tenant experience. Further, Max Estates will continue to employ best-in-class technologies to streamline execution and design development and minimize execution risk in terms of cost and time.

Efficient capital management: With focus on two asset classes, Max Estates will efficiently allocate capital between the two while ensuring that a well-diversified portfolio in terms of footprint is developed. This will be across multiple markets within Delhi-NCR, including business models that are outright purchase and joint developments. We will leverage our strong balance sheet in a timely manner to secure growth



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opportunities at the right price. Further, to continue our asset-light approach and diversify capital exposure, we will continue to bring in equity partners as we have done with New York Life for the Max Square Project. We are in discussion with several funds and equity capital investors for future co-investments in our upcoming projects.

Cost Stewardship: While good demand conditions prevail, rising material costs have been a concern for the realtors and other stakeholders. Key building materials like steel, cement, and labour charges continue to face inflationary

pressures and may stabilize, albeit at a higher level in FY23. Despite these headwinds, we are within our escalation budget for our upcoming project – Max Square – which is due for completion in FY23 driven by design-led interventions and procurement efficiencies. We have adopted technologies like building information modelling to streamline the construction process, projecting costs and assisting the various teams in managing the timelines. We are studying innovative construction technologies such as prefabrication, lean design, and other measures to curb costs.

While we are in active discussions regarding several opportunities in the Residential Real Estate sector across Delhi-NCR, we believe the space is fraught with developers who have overpromised but underdelivered leading to several distressed assets and huge customer dissatisfaction. Owing to a sound understanding of the sector, the trust of marquee investors, a sturdy performance in the Commercial Real Estate over the years and backed by the overall impeccable corporate governance track record of the Max Group, Max Estates is well poised to make a mark in the Residential Real Estate space as well.



**BUSINESS
RESPONSIBILITY
REVIEW**

Business Responsibility Review

The mind of a growing child, particularly during the schooling years, is akin to clay. If molded in the right manner, it can help them become thinking individuals and not a mere addition to the country's burgeoning workforce.

~ Tara Singh Vachani



The journey of Max India Foundation (MIF), the CSR arm of the Max Group, is characterized by the ethos of *Sevabhav* and giving back to the society with dignity. As the vision of the Max Group transitioned from Healthcare to Realty and Hospitality in 2019, education was identified as the new area of focus.

MIF's notion of good education ensures quality and value-based education to underprivileged children. This empowers them to have an equal chance for furthering their educational pursuits and compete for job opportunities, thereby giving them a chance to change their lives, along with that of their families. We believe for change to happen in a deeply divided society like ours, quality education for all needs to be the guiding principle.

Not-for-profit institutions have played a critical role in improving education

through sustained work and a wide range of creative interventions. Their work has had a direct impact on the ground and has also led to shifts in educational discourse. There is a burgeoning need for not-for-profit institutions to address the evolving challenges of education in the country. Our approach is to support such organizations engaged in education to elevate the child's foundational capabilities of numeracy and literacy and aid social emotional development.

The academic year gone was a year with ups and downs, learning and unlearning, triumphs and opportunities. We finally saw phased re-opening of schools with multi layered COVID mitigation measures. Although schools were disrupted the world over, the national response from each country was different. State governments in India **strengthened the resilience of the education system** by taking adequate safety protocols. NGO



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partners supported by MIF **persevered and created value for students**

by adopting hybrid learning models, ensured capacity building opportunities for educators, invested the parents in their child's learning and strengthened the education system. Understanding the need of the hour, they also conducted timely check-in to assess the ration needs of students and their families. Additionally they supported the families of the students by creating awareness about COVID 19 vaccine and enabling registration to get the vaccination done timely.

In the academic year 2022-23, MIF supported the education of 1.04 lakh students, 2,297 teachers and 41 fellows (teacher leaders) through its partnership

with 12 NGOs. Further, 54 lakh+ students of 42,000+ local government schools were impacted through our NGO partner The Education Alliance through its work in partnership with Tamil Nadu and Tripura Government.

Value-Based Education

SEE Learning India is a collaboration between the Max India Foundation and Emory University, USA. SEE Learning India is the exclusive and nodal body for the dissemination of SEE Learning® in India. It involves training and facilitation of educators embarking on the social, emotional and ethical learning journey, while forging and cultivating partnerships with schools and organizations across India.



“Education is the way to achieve far reaching results, it is the proper way to promote compassion and tolerance in society”.

- His Holiness
The XIV Dalai Lama

800+ Educators introduced to SEE Learning

200+ hours invested in training educators

40000 Students receiving or have received SEE Learning lessons or practices

Adding to the growing SEE Learning® ambassador community, the largest cohort of **53 L1 Facilitators** from Mongolia, Taiwan, Singapore, Hong Kong, Japan, South Korea and India were **certified** after having completed the 9 month facilitation track and they are taking the baton forward as SEE Learning® facilitators. Taking SEE Learning® to other adults, these certified facilitators are offering and conducting workshops and supporting the implementation of the SEE Learning® curriculum across India. **80 educators embarked on the L1 facilitator certification journey, an immersive exploration of the SEE Learning® foundational concepts, framework and curricular content.** The course will prepare these participants as certified facilitators who can offer SEE Learning® workshops to their peers and will also equip them with the skills that they need to implement SEE Learning® in their schools, organisations and communities.

Moreover, SEE Learning India also facilitated the certification of **12 Emory University certified CBCT®(Cognitively-Based Compassion Training) instructors in India.**

SEE Learning India continued conducting online orientations capacity building

of educators to reach more classrooms and students. These training sessions in the form of *Taste of SEE Learning* and *Getting Started with SEE Learning* provides educators with a glimpse of the SEE Learning curriculum, framework and pedagogical model that they can take to their students in their classrooms. In this previous year, **2000+** educators were introduced to SEE Learning in these training sessions.

SEE Learning India and Kshamtalaya Foundation worked as the implementation partner along with Indus Action for the *Emotions & Expressions* pilot project on the invitation of The Department of Women and Child Development. As part of this project, **175 Anganwadi workers across two districts** of New Delhi, were trained in **SEE Learning® Resiliency and Body Awareness practices.** Appreciative of learning the skills and practices related to building resilience through regulating and navigating emotions, these workers participated in bi-monthly, virtual training sessions over three months with great enthusiasm. Their feedback testimonials attest to the fact that this pilot project came at an opportune time to equip them with the tools and skills needed to deal with the repercussions of the pandemic.



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Beacon Educators (government school teachers) hope to spark new waves of consciousness about sustainable development goals (SDG) amongst children by activating a range of knowledge, skills & mindsets, rooted in everyday sustainable practices. Our NGO partner Foster and Forge foundation focused on meaningful education using Sustainable Development Goals (SDGs) as a tool.



Making SEE Learning more and **more accessible** has been one of our major priorities, hence, we have embarked on the journey of **translating all the 3 curriculums** and the **SEE Learning Companion** along with **Implementation Guide**. Translation of **online SEE 101** has been completed and will be launched officially by Emory team very soon.

Facilitating Foundational Learning

MIF provides grants to established organizations working on the ground on facilitating cognitive skills like foundational literacy, numeracy, higher order skills like critical thinking, problem

solving and also social, emotional and ethical learning. The highlights of some of the initiatives by MIF's implementing partners are:

Sustainable Development Goals

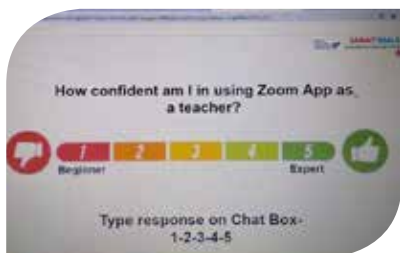
Beacon Educators (government school teachers) hope to spark new waves of **consciousness about sustainable development goals (SDG)** amongst children by activating a range of knowledge, skills & mindsets, rooted in everyday sustainable practices. Our NGO partner **Foster and Forge foundation** focused on meaningful education using Sustainable Development Goals (SDGs) as a tool.



Government teacher (a Beacon educator) conducting activity based session on sustainable development goal- Zero Hunger (Foster and Forge Foundation)

Helping Teachers Build Digital Confidence

SEF partnered with Samait Shala to conduct online training for educators on Google Meet and Zoom



As learning solutions remained remote in academic year 2021-22, blended learning emerged as a stronger structure. NGO partners Simple Education Foundation (SEF), Kshamtalaya Foundation, The Education Alliance (TEA) enabled the educators to adopt technology for their classrooms by conducting rigorous training which enhanced ways in which they use tools of e-learning and helped them build their confidence.

Parents as Partners

Building a strong partnership with parents **empowers them to contribute to the learning process of their**



Parents understand how learning can be delivered through different mediums as per child's learning style. (Kshamtalaya Foundation)

children. Our NGO partners conducted parent-teacher meetings to emphasize the importance of parents' participation in their child's education. Further the parents were informed about child safety, hygiene of children, schedule for the annual examination and importance of regular attendance in schools. They were also given insight into the learning gaps arising from the pandemic, with the aim of **building an environment at home which is conducive to learning** and provided trainings on how to maintain hygiene at home, government schemes, emotional well-being, nutrition for children, menstrual hygiene etc. Additionally Our NGO partner Saarthi believes that it is the mothers with whom a child spends most of their time. To involve mothers in a child's education, Saarthi Education has designed Standard Operating Procedures (SOPs) for every mother to follow and support their child's education.

Joining hands with state government

In addition to working with teachers, students and parent community, our NGO partners like The Education Alliance,



Building a strong partnership with parents empowers them to contribute to the learning process of their children. Our NGO partners conducted parent-teacher meetings to emphasize the importance of parents' participation in their child's education. Further the parents were informed about child safety, hygiene of children, schedule for the annual examination and importance of regular attendance in schools.



Regular meetings held with State Officials to update them on NGO program implementation status in Tripura (The Education Alliance)

Kshamtalaya Foundation, Foster and Forge Foundation are working in tandem with the state governments to help build an ecosystem where governments upgrade the public education system and create a deep impact in the child's learning outcomes.

STEM Learning

NGO partners supported by Max India Foundation are on a journey of **creating a spirit of scientific inquiry by transforming science learning at school level**. Schools under School Quality Enhancement Program (The Education Alliance) and AASRA trust organised sessions on coding, robotics etc to cultivate scientific temper, objectivity, and computational and structured logical thinking in students.



Coding classes in Delhi government school, Student displaying Robotics activities (The Education Alliance)

Integrated Pedagogy

The New Education Policy 2020 lays emphasis on the importance of integration and adoption of experiential learning including hands-on learning, arts-integrated, sports-integrated and story-based learning within each subject.

Our NGO partners are enabling the government school ecosystem by adopting integrated pedagogy.



Children facilitating puppet show and storytelling with visitors (Kshamtalaya Foundation)



NGO partners supported by Max India Foundation are on a journey of creating a spirit of scientific inquiry by transforming science learning at school level. Schools under School Quality Enhancement Program (The Education Alliance) and AASRA trust organised sessions on coding, robotics etc to cultivate scientific temper, objectivity, and computational and structured logical thinking in students.

VIRSA: Learning from our Virasat



Virsa session in progress

Our NGO partner Routes 2 Roots through its digital cultural education program Virsa disseminates cultural education to lakhs of students across India through classes, which are two-way sessions with real-time interaction. Last academic year they organized numerous digital workshops held by Virsa gurus in various disciplines like arts, yoga, music, dance etc. A mobile application named "Routes 2 Roots" was launched for the students

to learn the performing arts wherever or whenever they want on any device of their choice.

Making Well-being accessible: Happiness Curriculum

Max India Foundation firmly believes in the importance of value based education. Our NGO partner Labhya Foundation makes **Social Emotional Learning (SEL) and wellbeing accessible for children enrolled in government schools of India at scale.** In this quarter, Labhya Foundation and the Government of Delhi conducted training for 1030 Happiness Teacher Coordinators across all government schools of Delhi. **International Day of Happiness** was celebrated by the entire Happiness Curriculum team on 20th of March 2022 through a panel discussion titled "**Happiness Curriculum - The Future of Education**".



Glimpse of "A Happy Classroom" from government school in Sundernagri

Our NGO partner **Routes 2 Roots** through its digital cultural education program **Virsa** disseminates cultural education to lakhs of students across India through classes, which are two-way sessions with real-time interaction. Last academic year they organized numerous digital workshops held by Virsa gurus in various disciplines like arts, yoga, music, dance etc. A mobile application named "**Routes 2 Roots**" was launched for the students to learn the performing arts wherever or whenever they want on any device of their choice.



Tara Singh Vachani judged the Business Blasters program, an initiative by Delhi government

Business Blasters

Tara Singh Vachani Managing Trustee, Max India Foundation participated in the Business Blasters program sharing her business insights and generous support for the student startups. Business Blasters programme is a practical component of the **Entrepreneurship Mindset Curriculum (EMC)** introduced in Delhi Government Schools in 2019 for grades 9-12, **to enable students to take charge of their career paths and explore their potential to the fullest.**

Acts of Kindness: Thank You for Volunteering

Our NGO partners continue to nurture the spirit of volunteerism to solve systemic issues of gap in learning levels of children. Different approaches were adopted by our NGO partners- Kshamtalaya Foundation is cultivating a community driven learning ecosystem by identifying a group of family champions.



COME VOLUNTEER IN A TEACH FOR INDIA CLASSROOM

Join our **virtual** classrooms to bridge the learning loss our Students have suffered.

A call to volunteer in a remedial program to reverse learning losses

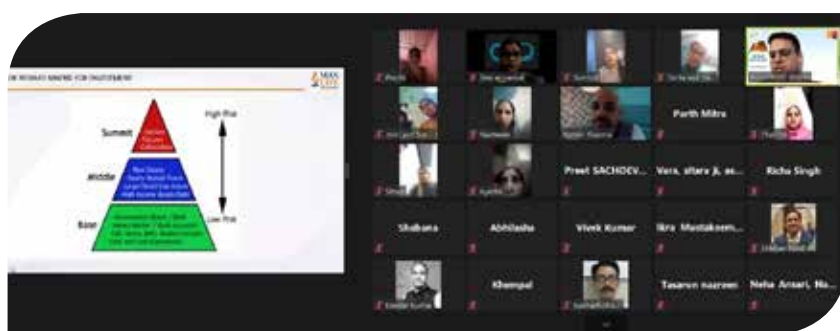


Business Blasters programme is a practical component of the Entrepreneurship Mindset Curriculum (EMC) introduced in Delhi Government Schools in 2019 for grades 9-12, to enable students to take charge of their career paths and explore their potential to the fullest.

Teach for India launched the **Bridge Program** with a bold and ambitious vision. **Every child in Teach for India classrooms, every week, has access to small-group remedial programs to reverse learning losses** suffered due to the COVID- 19 pandemic.

Max Life Insurance volunteers conducted a virtual interactive session on financial literacy for family champions and

community members of Kshamtalaya Foundation. Sessions were also conducted on personal health and hygiene for students of Teach for India and Simple Education Foundation. The session included symptoms and precautions with respect to COVID-19, social emotional well-being, ways to improve one's immunity and right kinds of food to eat etc.



Financial literacy virtual volunteering session for community members by Max Life volunteers

COVID Care

From oxygen to emotional support

As the second wave of COVID hit India, its ferocity left people in panic. To address the need of the hour, Max India foundation spread its caring arms and provided assistance in COVID relief efforts through NGO partners like Citizen

India Foundation, Ramakrishna Ashrama Mission, Waste Warriors, DASRA, SOS Children's Village of India. Max India Foundation committed support for medical supplies, vaccination drive, dry ration and hygiene kit supplies and trauma informed training, grief counselling, healing through storytelling etc.



Financial literacy virtual volunteering session for community members by Max Life volunteers



**Max India
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for medical supplies,
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drive, dry ration
and hygiene kit
supplies and trauma
informed training,
grief counselling,
healing through
storytelling etc.**



#HumHongeKaamayaab- Awareness to Action

Hum Honge Kaamayaab is a project by 2020 Teach For India Fellow, to create awareness about COVID-19 vaccination, simplifying its registration process and bursting myths about the COVID-19 vaccines amongst low-income communities in Delhi. We saw collaboration between our NGO partners- Simple Education Foundation and Hum Honge Kaamayaab team for creation of awareness of COVID 19 vaccine, registration process and getting slots for vaccination.

Vaccination Drive at Max Towers

It is critical that each of member of our community is vaccinated before we return to the field.

To enable the same **MIF supported the vaccination for Teach for India fellows and staff members** during the Vaccination Drive held at Max Tower.

Around 12.4 lakh beneficiaries were supported during COVID 2nd wave.

MIF will continue to build the capacities of important actors in the education system to bring about the desired reform by supporting the NGO partners working in the space of education.

Going forward, SEE Learning India plans to expand partnership with schools and organizations to build capacities of educators ranging from orientation to deeper immersion through cascading model with an expected outcome to create champions; train educators to pass SEE Learning educator support programs independently to other educators. Additionally, it plans to explore and leverage digital platform to scale the program.



We saw collaboration between our NGO partners- Simple Education Foundation and Hum Honge Kaamayaab team for creation of awareness of COVID 19 vaccine, registration process and getting slots for vaccination.

Stories of Transformational Learning Impact

Jatin*, is a seven-year-old boy who has Cerebral Palsy with mild to moderate intellectual disability. The initial assessment suggests that he communicates in one word, greets strangers with gestures, but has some behavioural issues. With no exposure to a school he has no academic skills. Jatin is attending the School Readiness programme to prepare him to eventually be enrolled in the Raphael day school. The intervention programme has been shared with his mother so that she can continue it at. As a result, there is a remarkable change in his behaviour, his attending skills have improved, and he is able to identify pictures of familiar objects. After five months of intervention, Jatin joined the Primary Class in the Day Centre where he is doing well and takes interest in all classroom activities.

Sandhna*, Learning Champion of Kshamtalaya Foundation is a confident girl studying in Grade 10 of a Government school. She was motivated to be a learning champion as she enjoys learning and also supporting others to learn. When she began facilitating the learning circle, she taught children in her partner Family Champion Archana Didi's house. However, the intervention was paused due to objections raised by Archana Didi's family members. This did not deter her from her mission. She helped her parents to understand the relevance of the learning circle and started teaching children in her home, without being restricted by the fact that her home space is smaller and it's difficult to accommodate children comfortably.

Sana*, a grade 3 student, who had moved to Delhi a few years ago from West Bengal. She grew up in a household with difficult circumstances. Despite gaining admission in school, Sana's troubles had not come to an end. As soon as the parents left for work, Sana's grandmother used to take her to beg. At this point, her teacher intervened, imploring her grandmother to support her education by allowing her to attend school. Moreover, she was given insight into the ill-effects of begging, and the punishment that can be meted out for this act. This proved to be a pivotal moment. Now, Sana attends school every day. The transformation can be seen in Sana's grandmother too, who now ensures that her granddaughter is regular at school. In fact, she even supports the admission process by spreading awareness of the importance and benefits of sending children to school.



**CORPORATE
GOVERNANCE
REPORT**



CORPORATE GOVERNANCE REPORT

OUR CORPORATE GOVERNANCE PHILOSOPHY

Max Ventures and Industries Limited ('MaxVIL' or 'the Company') is committed towards maintaining the highest standards of Corporate Governance and recognizes that in today's environment, it is a critical driver for achieving excellence, attracting high-quality talent and optimising capital allocation across all business verticals. The Company believes that appropriate disclosure procedures, transparent accounting policies, strong and independent Board practices and highest levels of ethical standards are critical to enhance and retain all stakeholders' trust and generate sustainable corporate growth. It is the conviction with which MaxVIL has set in place systems, procedures and standards that are promoting good corporate governance standards within the Company.

To ensure strong discipline in capital management, robust performance management of the businesses and sustained value creation across all stakeholders, MaxVIL has implemented a comprehensive governance framework for itself and its subsidiaries. The framework entails implementation of various transformational initiatives across three key facets of governance:

- **Board Architecture**

The Board in each of the operating companies stand re-configured to create the right composition with an ideal number of independent directors, ensuring board diversity with respect to functional and industry expertise, having active and engaged lead directors on each Board and separating the role of the CEO and the Chairman. In addition, a clear role for the Board has been articulated on areas like strategy formulation, monitoring financial health, leadership development, risk management and succession planning.

- **Board Processes**

Various people processes of the Board have been optimized (viz. on-boarding of directors, Board education and business engagement, enabling independence, adherence to code of conduct etc.). Key operational aspects such as ensuring a comprehensive and well-balanced meeting agenda, timely and adequate information flow to the Board, inviting external participants to take Board

sessions are in place to ensure that the Board time is spent optimally on all critical areas of the business.

All material matters to be considered by the Board are reviewed in specific committees of the Board that are composed of the right balance between executive, non-executive and independent Directors who add value to and are specifically qualified for the particular committee. Detailed charters are published for every committee of the Board.

- **Board Effectiveness**

To enhance 'Board Effectiveness' and assess the Board's performance, an annual evaluation of Board Members is conducted and inter-company Board movements to be effected to ensure that the Board is well-equipped and engaged to take the right decisions for the business. In addition, various mechanisms have been implemented to improve the performance of the Board, which involves establishing clear standards of conduct & behaviour, setting a calendar of key governance interventions like strategy setting sessions, risk management sessions, consequence management etc.

BOARD OF DIRECTORS

As at March 31, 2022, your Board of Directors comprises 7 (Seven) members comprising 1 (One) Executive Director and 6 (Six) Non-Executive Directors of which 4 (Four) are Independent Directors. Mr. Analjit Singh, Chairman of the Company is a Promoter, Non- Executive Director.

In terms of Companies Act, 2013 ("the Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") the Company has received declaration from Independent Directors confirming their independence from the Management. Also, the Board has evaluated the independence of Directors and opines that the Independent Directors fulfil the conditions specified in Listing Regulations and are independent of the Management.

Mr. Arthur Seter resigned from the position of Non-Executive Director of the Company effective closure of business hours on January 31, 2022. No independent director of the Company has resigned from the Company during the FY 2022.

Further, Mr. Ka Luk Stanley Tai was appointed as Non-Executive

Additional Director by the Board of Directors of the Company w.e.f. February 01, 2022, who was subsequently appointed as a Non-Executive Director by the Members of the Company through an Ordinary Resolution passed by way of Postal Ballot effective March 13, 2022.

As at March 31, 2022, none of the Directors was a member in more than ten committees, or the Chairman of more than five committees, across all public limited companies in which he/

she is a Director. Mr. Sahil Vachani is a relative of Mr. Analjit Singh. Further, none of the other directors are related inter-se.

The composition of Directors and their attendance at the Board meeting held during the financial year ended March 31, 2022 ("FY 2022") and at the last Annual General Meeting, including the details of their other Directorships and Committee Memberships as on March 31, 2022 are given below:

Name of Director	Number of Board meetings during FY 2022		Attendance at last AGM held on September 23, 2021	Number of Directorships in other Companies as at March 31, 2022*	Number of committee positions held in other public companies as at March 31, 2022**	
	Held during tenure	Attended			Chairman	Member
Mr. Analjit Singh [Promoter, Non-Executive Director & Chairman]	4	4	Yes	10	--	--
Mr. Sahil Vachani [Managing Director and CEO]	4	4	Yes	18	01	01
Mr. Arthur Seter Harutyun® [Non-Executive Director]	4	4	No	N.A.	N.A.	N.A.
Mr. Dinesh Kumar Mittal [Independent Director]	4	4	Yes	10	03	05
Mr. K. Narasimha Murthy [Independent Director]	4	4	Yes	09	05	03
Ms. Gauri Padmanabhan [Independent Director]	4	4	Yes	02	--	--
Mr. Niten Malhan [Independent Director]	4	3	Yes	03	--	02
Mr. Ka Luk Stanley Tai@@ [Non-Executive Director]	Nil	N.A.	N.A.	02	--	--

* Excluding Foreign Companies and Companies formed under Section 8 of the Act.

** Represents Memberships/Chairmanships of Audit Committee & Stakeholders Relationship Committee of Indian Public Limited Companies other than companies formed under Section 8 of the Act.

@ Resigned from the position of Non-Executive Director & Vice Chairman effective January 31, 2022.

@@ Appointed as a Non-Executive Director effective February 01, 2022.

MAX VENTURES AND INDUSTRIES LIMITED

Further, names of the other listed entities where the directors of the Company are director as on March 31, 2022 and the category of directorship is as follows:

Name of Director	Name of other listed entity	Category of directorship
Mr. Analjit Singh	Max Financial Services Limited Max India Limited	Promoter, Non-Executive Chairman Promoter, Non-Executive Chairman
Mr. D. K. Mittal	Balrampur Chini Mills Limited Max Financial Services Limited Bharti Airtel Limited Trident Limited	Independent Director Independent Director Independent Director Independent Director
Mr. K. Narasimha Murthy	Max Healthcare Institute Limited Nelco Limited Max Financial Services Limited	Independent Director Independent Director Independent Director
Mr. Niten Malhan	Max India Limited Lemon Tree Hotels Limited	Independent Director Independent Director
Mr. Sahil Vachani	Max Financial Services Limited	Non-Executive, Non Independent Director
Ms. Gauri Padmanabhan	Nil	N.A.
Mr. Ka Luk Stanley Tai	Nil	N.A.

Details of Board Meetings held during FY 2022:

4 (Four) Board meetings were held during FY 2022, details of which are as under:

S. No.	Date	Board Strength	No. of Directors Present
1.	June 11, 2021	07	07
2.	August 13, 2021	07	07
3.	November 12, 2021	07	07
	November 14, 2021*	07	07
4.	January 21, 2022	07	06

*Adjourned Meeting for the original meeting held on November 12, 2021

How do we make sure our board is effective?

The calendar for the Board and Committee meetings are fixed in advance for the whole year, along with significant agenda items. At least one Board meeting is held within 45 days from the close of each quarter (within 60 days for last quarter of financial year) to review financial results and business performance and the gap between two consecutive Board meetings does not exceed 180 (one hundred and twenty days), as required by law. Apart from the aforesaid four meetings, additional Board meetings are also convened to meet business exigencies. Matters of exigency are also approved by the Directors through resolutions passed by circulation as permissible under the provisions of the Act and Secretarial Standards on meetings of the Board of Directors (SS-1) and the same are also duly noted in the next meeting.

Generally, meetings of Committees of Board are held prior to the Board meeting. The Chairperson of the respective Committee briefs the Board about the proceedings of the Committee meeting and its recommendations on matters that the Board needs to consider and approve.

All agenda items are accompanied by comprehensive notes and annexures on the related subject; and in certain areas such as business plans/ business reviews and financial results, detailed presentations are made to the Board members. The material for the Board and Committee meetings is generally published seven days in advance through e-mail and/or electronically in a secured dedicated portal. The Board is regularly updated on the key risks and the steps and process initiated for reducing and, if feasible eliminating various risks. Business risk evaluation and management is an ongoing process with the Company.

To enable the Board to discharge its responsibilities effectively, members of the Board are apprised on the overall performance of the Company and its subsidiaries at every Board meeting. The Board has complete access to all the relevant information within the Company. Senior Management is invited to attend the Board/ Committee meetings to provide detailed insight into the items being discussed.

Key Board qualifications, expertise and attributes

MaxVIL Board comprises of qualified members who bring

in the required skills, competence and expertise that allow them to make effective contribution to the Board and its committees. The Board members are committed to ensuring that the Company is in compliance with the highest standards of corporate governance.

In terms of the requirement of the SEBI (LODR) Listing Regulations, the Board has identified the following core skills/expertise/ competencies of the Directors for effective functioning of the Company in the context of company's business:

1. Corporate governance - Maintaining Board and management accountability, protecting shareholder interests, and observing appropriate governance practices.
2. Leadership - Leadership experience in developing talent, planning succession, and driving change and long-term growth. Practical understanding of managing organizations, processes, strategic planning, and risk management.
3. Strategic thinking - Forming strategies to analyze the marketplace and identify opportunities to stimulate growth, considering the impact of key decisions, offer contingency plans and risk mitigation, bearing in mind the stakeholders' best interests.
4. Diversity - Representation of gender, ethnic, geographic, cultural, or other perspectives that expand the Board's understanding of the needs and viewpoints of our customers, partners, employees, governments, and other stakeholders worldwide.
5. Financial acumen - Proficiency in financial management, financial reporting processes, or experience in actively supervising the finance function.
6. Business Growth - Identifying market trends, developing strategies for growth of business. Building brand awareness and equity and enhancing enterprise reputation. Ability to assess investment or acquisition decisions, evaluation of operational integration plans.
7. Merger and acquisitions - Experience in acquisitions and other business combinations, with the ability to assess 'build and buy' decision, accurately valuing the transactions and evaluating the operational integration plans.

Mr. Analjit Singh, Mr. Sahil Vachani, Mr. Ka Luk Stanley Tai,

Mr. D. K. Mittal and Mr. K. Narasimha Murthy possess all the aforementioned skills/expertise/competencies. Further, Ms. Gauri Padmanabhan possesses skills specified in serial no. 1, 2 and 4, and Mr. Niten Malhan possesses skills specified in serial no. 1, 3, 6 and 7 above. The brief profile of directors, forming part of this Annual Report to provide an insight into the education, expertise, skills and experience of the Directors.

Code of Conduct

In compliance with Regulation 26(3) of Listing Regulations, the Company had adopted a Code of Conduct for the Directors and Senior Management of the Company ('the Code'). The Code is available on the Company's website <https://maxvil.com/shareholder-information/>.

All the members of the Board of Directors and senior management personnel had affirmed compliance with above mentioned Regulation including Code for FY 2022 and declaration to this effect signed by the Managing Director and CEO forms part of this report as **Annexure-I**.

Pursuant to the requirements of the SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended, the Company has also adopted a Code of Conduct to Regulate, Monitor and Report trading by insiders, for prevention of insider trading, which is applicable to all the Directors, Designated Persons and Connected Persons of the Company. The copy of the Code of Conduct is available on the Company's website <https://maxvil.com/shareholder-information/>.

COMMITTEES OF THE BOARD

AUDIT COMMITTEE

As at March 31, 2022, the Audit Committee comprised of Mr. D. K. Mittal (Chairman), Mr. Niten Malhan, Mr. K. Narasimha Murthy and Mr. Sahil Vachani. The members of the Committee, except Mr. Sahil Vachani, are Independent Directors. All members of the Committee possess requisite accounting and financial knowledge. The Chairman of the Committee has accounting and financial management expertise. The Company Secretary of the Company acts as the Secretary to this Committee.

The terms of reference of the Audit Committee have been defined by the Board of Directors in accordance with Regulation 18 and Part C of Schedule II of the Listing Regulations and applicable provisions of the Act. This Committee, *inter-alia*, recommends appointment and remuneration of statutory auditors, secretarial auditors, internal auditors, reviews Company's financial reporting processes & systems and internal financial

controls, financial and risk management policies, related party transactions, significant transactions and arrangements entered into by unlisted subsidiaries, review of inter-corporate loans and investments, review the statement of uses / application of funds raised through preferential issue, Company's financial statements, including annual and quarterly financial results and financial accounting practices & policies and reviews the functioning of the whistle blower mechanism.

The representatives of Internal Auditors and Statutory Auditors are invited to the meetings of the Committee, as and when required. The Chairman of the Audit Committee was present at the last Annual General Meeting of the Company to answer the shareholder queries.

Meetings & attendance during FY 2022

The Committee met 4 (Four) times during FY 2022 on June 11, 2021, August 13, 2021, November 12, 2021 and January 21, 2022. The details of attendance of Directors at the meetings are as under:

Name of Director	Number of meetings held during tenure	Number of meetings attended
Mr. D. K. Mittal	04	04
Mr. K. Narasimha Murthy	04	04
Mr. Niten Malhan	04	04
Mr. Sahil Vachani	04	04

NOMINATION AND REMUNERATION COMMITTEE

As at March 31, 2022, the Committee comprised of Mr. K. Narasimha Murthy (Chairman), Mr. D. K. Mittal, Ms. Gauri Padmanabhan and Mr. Analjit Singh. All the members of the Committee, except Mr. Analjit Singh, are Independent Directors. The Company Secretary of the Company acts as the Secretary to this Committee.

The scope including terms of reference of the Nomination & Remuneration Committee has been defined by the Board of Directors in accordance with Regulation 19 and Part D of Schedule II to the Listing Regulations and applicable provisions of the Act. This Committee, *inter-alia*, evaluates the compensation and benefits for Executive Directors and Senior Executives at one level below the Board, recruitment of key managerial personnel and finalisation of their compensation, induction of Executive and Non-Executive Directors and fixing the method, criteria and quantum of compensation to be paid to the Non- Executive Directors and formulate the criteria for evaluation of independent directors and the Board. The details of annual evaluation of the performance of the Board, its

committees and of individual directors have been disclosed in the Board's Report. It also administers the (a) ESOP Scheme(s) of the Company including allotment of equity shares arising from exercise of stock options; and (b) Phantom Stock Scheme of the Company.

The remuneration policy of the Company is aimed at attracting and retaining the best talent to leverage performance in a significant manner. The strategy takes into account, the remuneration trends, talent market and competitive requirements. The Remuneration Policy of the Company is available on the website of the Company www.maxvil.com.

Meetings & attendance during FY 2022:

The Committee met twice during FY 2022 on June 11, 2021 and January 21, 2022. The details of attendance of Directors at the meetings are as under:

Name of Director	Number of meetings held	Number of meetings attended
Mr. K. Narasimha Murthy	02	02
Mr. D. K. Mittal	02	02
Ms. Gauri Padmanabhan	02	02
Mr. Analjit Singh	02	Nil

Performance evaluation criteria for Independent Directors

Pursuant to the provisions of the Act and Regulation 17(10) of the Listing Regulations, the performance evaluation of Independent Directors was done by the entire Board of Directors and in the evaluation the directors, who were subject to evaluation had not participated. The evaluation of Independent Directors was based on criteria such as current knowledge of the Company's business sector & trends; understanding of the Company's business, its subsidiaries, operational structure and key risks; meaningful & constructive contribution in meetings, guidance to the management etc.

Criteria of making payments to Non - Executive Directors

The Company pays sitting fees of ₹1,00,000/- per meeting to its Non-Executive Directors for attending the meetings of Board and Committees of the Board and separate meeting(s) of Independent Directors.

The Company has not paid any remuneration to its Non-Executive/ Independent Directors during FY 2022, except annual compensation of ₹1,50,00,000/- (Rupees One Crore Fifty Lakh Only) to Mr. Analjit Singh, Non-Executive Chairman of the Company in terms of applicable provisions of the Act and the sitting fees.

Remuneration paid to Directors during FY 2022

Details of the sitting fees paid to Non-Executive/ Independent Directors of the Company during FY 2022 are as under:

S. No.	Name of the Director	Sitting Fee paid (in ₹)
1	Mr. Analjit Singh	4,00,000
2	Mr. K. Narasimha Murthy	7,00,000
3	Mr. D. K. Mittal	14,00,000
4	Mr. Niten Malhan	8,00,000
5	Ms. Gauri Padmanabhan	9,00,000
6	Mr. Arthur Seter*	N.A.
7	Mr. Ka Luk Stanley Tai**	N.A.

* Resigned from the position of Non-Executive Director effective January 31, 2022.

**Appointed as Non-Executive Director effective February 01, 2022.

The remuneration payable/ paid to Executive Director of the Company including performance incentives is determined from time to time by the Nomination & Remuneration Committee in terms of applicable provisions of the Act read with Company's remuneration policy.

Details of the remuneration charged to profit and loss account in respect of Mr. Sahil Vachani as Managing Director and CEO for FY 2022 is as under:

Description	(Amount in ₹)
Salary	1,53,09,000
Benefits (Perquisites)	61,15,061
Performance Incentive/special payments	3,40,01,133
Retirals	7,87,800
TOTAL	5,62,12,994
Service contract	5 years w.e.f. January 15, 2021
Notice period	3 months
Stock options granted (in numbers)	N.A.

The severance fee, if any, shall be payable as per the provisions of the Act. The Variable Compensation / Performance Incentive shall be paid depending on the performance rating and Company's performance within the limits approved by shareholders of the Company.

The Company did not have any pecuniary relationship or transactions with the Non-Executive Directors of the Company other than payment of the sitting fees for attending meetings. Further, during FY 2022, none of the directors of the Company were granted / held any outstanding stock options under the Max Ventures and Industries Employee Stock Plan – 2016 or other convertible securities of the Company.

Details of equity shares held by Directors of the Company as on March 31, 2022 are:

S. No.	Name of the Director	No. of equity shares of ₹10/- each
1	Mr. Analjit Singh	41,41,481
2	Mr. K. Narasimha Murthy	11,000
3	Mr. D. K. Mittal	5,765
4	Mr. Niten Malhan	Nil
5	Mr. Ka Luk Stanley Tai	Nil
6	Mr. Sahil Vachani	Nil
7	Ms. Gauri Padmanabhan	Nil

STAKEHOLDERS RELATIONSHIP COMMITTEE

As at March 31, 2022, the Committee comprised of Mr. Dinesh Kumar Mittal (Chairman), Ms. Gauri Padmanabhan and Mr. Sahil Vachani. Key responsibilities of this Committee are formulation of procedures in line with the statutory guidelines to ensure speedy disposal of various requests received from shareholders from time to time, redressal of shareholders and investor complaints/grievances. The scope of the Stakeholders Relationship Committee has been defined by the Board of Directors in accordance with the provisions of Regulation 20 read with Part D of Schedule II to the Listing Regulations. The Committee also approves the transfer and transmission of securities; issuance of duplicate certificates etc. The Company Secretary of the Company acts as the Secretary to this Committee.

Meetings & attendance during FY 2022

The Committee met once during FY 2022 on August 13, 2021. All the Committee members were present in the meeting.

The Committee has delegated the authority to effect transfer, transmission and transposition of shares up to 1,000 per folio and deletion and/or change of name of security holders, to the MD & CEO, CFO and Company Secretary / Compliance Officer, and such transfers, transmissions and transpositions etc. are subsequently ratified in next meeting of the Committee. The Company has normally attended to the Shareholders / Investors complaints within a period of 7 (Seven) working days except in cases which were under legal proceedings/disputes. During FY 2022, 1 (One) complaint was received by the Company, which was general in nature viz. issues relating to NSDL/CDSL Compliant, which was resolved to the satisfaction of the shareholder.

INVESTMENT & FINANCE COMMITTEE

As at March 31, 2022, the Committee comprised of Mr. D. K. Mittal, Mr. K. Narasimha Murthy, Mr. Niten Malhan and Mr. Sahil Vachani. The Chairman of the committee is elected by the members at the meeting. The responsibilities of this Committee are to review financial performance of businesses carried on by the Company and its subsidiaries, review and recommend revenue and capital budgets of the Company and its subsidiaries, review and recommend various fund raising options and financial resources allocation to Company's subsidiaries and to review proposals on business restructuring, mergers, consolidations acquisitions, investments, establishment of joint ventures and divestments of any businesses, etc.

Meetings & attendance during FY 2022

The Committee met once during FY 2022 on January 21, 2022. All the Committee members were present in the meeting except Mr. Niten Malhan.

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

During FY 2022, the Board of Directors of the Company in its meeting held on June 11, 2021 has dissolved the Corporate Social Responsibility Committee and role of the Corporate Social Responsibility Committee is being discharged by the Board of Directors effective from that date.

Meetings & attendance during FY 2022

The Committee met once during FY 2022 on June 11, 2021. All the members of the Committee viz. Mr. D.K. Mittal, Ms. Gauri Padmanabhan and Mr. Sahil Vachani, were present in the meeting.

RISK MANAGEMENT & SUSTAINABILITY COMMITTEE

During FY 2022, the Board of Directors of the Company in its meeting held on August 13, 2021 has constituted Risk Management and Sustainability Committee with Mr. Niten Malhan, Mr. K. Narasimha Murthy, Mr. Sahil Vachani, Mr. Nitin Kumar Kansal and Mr. Rishi Raj as its member. The Risk Management and Sustainability Committee has in its meeting

held on November 12, 2021 has appointed Mr. Niten Malhan as the Chairman of the Committee.

Meetings & attendance during FY 2022

The Committee met once during FY 2022 on November 12, 2021. All the members of the Committee were present in the meeting.

SEPARATE MEETING OF INDEPENDENT DIRECTORS

The Independent directors had a separate meeting on June 11, 2021 during FY 2022 where the following agenda items were considered in terms of Schedule IV of the Act and provisions of the Listing Regulations:

- Evaluation of the performance of Non-Independent Directors and the Board as a whole;
- Evaluation of the performance of Chairman of the Company; and
- Assessment of the quality, quantity and timeliness of flow of information between the Company management and the Board.

Further, the Company has made familiarization programme to familiarize Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc. The familiarization programme is available at the following link of website of the Company <https://maxvil.com/shareholder-information/>.

COMPANY SECRETARY

Mr. Saket Gupta ceased to be Company Secretary and Compliance Officer of the Company w.e.f. January 31, 2022, and Mr. Ankit Jain has been appointed as the Company Secretary and Compliance Officer of the Company w.e.f. May 16, 2022.

GENERAL MEETINGS

The details of Annual General Meetings ("AGM") held in the last 3 (three) years and Special Resolutions passed by the shareholders at the said meetings are as under:

Particulars	Date, time and venue of General Meeting	Special Resolution passed by the shareholders at the General Meeting
6th AGM	September 23, 2021 at 1400 hours through Video Conference	Not Applicable
5th AGM	December 30, 2020 at 1400 hours through Video Conference	<p>Approval for re-appointment of Mr. Dinesh Kumar Mittal as Non-Executive Independent Director of the Company to hold office for second term of 5 (five) consecutive years i.e. upto January 14, 2026.</p> <p>Approval for re-appointment of Mr. Kummamuri Narasimha Murthy as Non-Executive Independent Director of the Company to hold office for second term of 5 (five) consecutive years i.e. upto January 14, 2026.</p> <p>Approval for re-appointment of Mr. Sahil Vachani as Managing Director and Chief Executive Officer of the Company for a period of five years effective January 15, 2021 up to January 14, 2026.</p>
4th AGM	September 24, 2019 at 1200 hours at the Registered Office of the Company at Bhai Mohan Singh Nagar, Village Railmajra, Tehsil Balachaur, District Nawanshahr, Punjab – 144533	<p>Approval for revision/payment of remuneration payable to Mr. Sahil Vachani, Managing Director & CEO from April 1, 2020 till January 14, 2021.</p> <p>Approval for extension of benefits under the "Max Ventures and Industries Employee Stock Plan – 2016" to the eligible employees and directors of its Subsidiaries.</p>

POSTAL BALLOT AND POSTAL BALLOT PROCESS

During FY 2022, 2 (Two) postal ballot notices were issued on November 16, 2021 and February 11, 2022 respectively to the Members of the Company as detailed below:

1. Postal Ballot Notice Issued on November 16, 2021

Postal Ballot Notice was issued on November 16, 2021 for seeking approval of the Members of the Company by means of Special Resolution for sale / disposal / divestment of the entire 51% (fifty one percent) of the paid up equity share capital held by the Company in Max Specialty Films Limited, a material unlisted subsidiary of the Company, in two separate tranches, to Toppan Inc., a company incorporated under the laws of Japan and having its registered office at 1-5-1 Taito, Taito-ku, Tokyo - 110-8560, Japan.

In light of the COVID-19 crisis and in accordance with Section 110 of the Companies Act, 2013 and Rules 22 and 20 of the Companies (Management and Administration)

Rules, 2014 read with the General Circular No.17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020 and No. 10/2021 dated June 23, 2021, issued by the Ministry of Corporate Affairs, physical copies of the Notice were not circulated to the Members and voting was conducted only electronically through e-voting facility availed through NSDL.

Mr. Devesh Kumar Vasisht (C.P. No. 13700), Practicing Company Secretary & Partner, Sanjay Grover & Associates, Company Secretaries, having office at B-88, 1st Floor, Defence Colony, New Delhi - 110024, was appointed as the scrutinizer for conducting the postal ballot process in a fair and transparent manner.

The result of the voting on resolution by remote e-voting was declared by Mr. Saket Gupta, Company Secretary on December 18, 2021, basis which the resolution was declared to be passed as a Special Resolution. The details of the voting pattern is as follows:

Particulars	No. of Shareholders	No. of Equity Shares	Paid-up value of the Equity Shares (In ₹)
a) Total votes received	240	8,22,48,010	82,24,80,100
b) Less: Invalid votes	0	0	0
c) Net Valid votes cast	240	8,22,48,010	82,24,80,100
d) Votes with assent for the resolution	211	8,22,00,443	82,20,04,430
e) Votes with dissent for the resolution	29	47,567	4,75,670

2. Postal Ballot Notice Issued on February 11, 2022

Postal Ballot Notice was issued on February 11, 2022 for seeking approval of the Members of the Company by means of Special Resolution for payment of compensation to Mr. Analjit Singh, Non-executive Chairman and by means of an Ordinary Resolution for appointment of Mr. Ka Luk Stanley Tai as a Non-Executive Director of the Company.

In light of the COVID-19 crisis and in accordance with Section 110 of the Companies Act, 2013 and Rules 22 and 20 of the Companies (Management and Administration) Rules, 2014 read with the General Circular No. 14/2020 dated April 8, 2020 read with General Circular No. 14/2020 dated April 8, 2020 read with General Circular No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No. 10/2021 dated June 23, 2021, No.

20/2021 dated December 08, 2021, issued by the Ministry of Corporate Affairs, physical copies of the Notice were not circulated to the Members and voting was conducted only electronically through e-voting facility availed through NSDL.

Mr. Devesh Kumar Vasisht (C.P. No. 13700), Practicing Company Secretary & Partner, Sanjay Grover & Associates, Company Secretaries, having office at B-88, 1st Floor, Defence Colony, New Delhi - 110024, was appointed as the scrutinizer for conducting the postal ballot process in a fair and transparent manner.

The result of the voting on resolutions by remote e-voting was declared by Mr. Nitin Kumar Kansal, Chief Financial Officer on March 15, 2022, basis which the resolutions were declared to be passed. The details of the voting pattern is as follows:

Special Resolution for payment of compensation to Mr. Analjit Singh, Non-executive Chairman of the Company

Particulars	No. of Shareholders	No. of Equity Shares	Paid-up value of the Equity Shares (In ₹)
a) Total votes received	266	11,37,61,417	1,13,76,14,170
b) Less: Invalid votes	0	0	0
c) Net Valid votes cast	266	11,37,61,417	1,13,76,14,170
d) Votes with assent for the resolution	214	11,35,95,326	1,13,59,53,260
e) Votes with dissent for the resolution	52	1,66,091	16,60,910

Ordinary Resolution for appointment of Mr. Ka Luk Stanley Tai as a Non-Executive Director of the Company

Particulars	No. of Shareholders	No. of Equity Shares	Paid-up value of the Equity Shares (In ₹)
a) Total votes received	266	11,37,61,377	1,13,76,13,770
b) Less: Invalid votes	0	0	0
c) Net Valid votes cast	266	11,37,61,377	1,13,76,13,770
d) Votes with assent for the resolution	242	11,37,50,857	1,13,75,08,570
e) Votes with dissent for the resolution	24	10,520	1,05,200

Further, no business is proposed to be transacted through postal ballot as on the date of this Report.

MEANS OF COMMUNICATION

Timely disclosure of reliable information and corporate financial performance is at the core of good Corporate Governance. Towards this direction, the quarterly / annual results of the Company were announced within the prescribed period and published in The Financial Express/Business Standard (English) and Desh Sewak (Punjabi). The results can also be accessed on the Company's website www.maxvil.com. The official news releases and the presentations made to the investors / analysts

(if any) are displayed on the Company's website and also sent to the BSE Ltd. and National Stock Exchange of India Limited for dissemination.

DISCLOSURES

(a) Related party transactions

There are no materially significant related party transactions of the Company with its Promoters, the Directors or the Management, their subsidiaries or relatives, etc., that may have potential conflict with the interests of the Company at large.

The Company has formulated a policy for transacting with related parties, which is available at the following link on the website of the Company at <https://maxvil.com/shareholder-information/> under Policy Disclosures. Transactions entered with the related parties are disclosed in Notes to the Financial Statements in the Annual Report.

(b) Compliance by the Company

The Company has duly complied with all the mandatory requirements of Listing Regulations including other Regulations and Guidelines issued by SEBI from time to time on all matters relating to capital markets. No penalties or strictures have been imposed on the Company by the stock exchanges, SEBI or any other statutory authorities on any matter relating to capital markets during FY 2022, FY 2021 and FY 2020.

(c) Whistle Blower Policy

The Company has a vigil mechanism pursuant to which a Whistle Blower Policy has been put in place. The Company has established the necessary mechanism for employees to report concerns about unethical behavior. It is hereby affirmed that no person has been denied access to the Chairman of the Audit Committee on matters relating to Whistle Blower Policy of the Company.

(d) Material Subsidiary Companies

The Company had two material unlisted subsidiary companies viz., Max Speciality Films Limited ('MSFL') and Max Towers Private Limited ('MTPL') during FY 2022. Ms. Gauri Padmanabhan is the common Independent Director for the Company and MTPL as at March 31, 2022. Mr. K. Narasimha Murthy was the common Independent Director for the Company and MSFL during FY 2022.

However, the Company has sold 1,71,89,601 (One Crore Seventy One Lakh Eighty Nine Thousand Six Hundred and One) equity shares constituting 41% of the equity share capital of MSFL to Toppan Inc., a company incorporated under the laws of Japan and having its registered office at 1-5-1 Taito, Taito-ku, Tokyo - 110-8560 on February 1, 2022 and consequently, MSFL had ceased to be a subsidiary and unlisted material subsidiary of the Company effective from that date.

Further, the Company has formulated a policy for determining 'material subsidiaries' which is disclosed at the following link on the website of the Company

at <https://maxvil.com/shareholder-information/> under Policy Disclosures.

(e) Commodity price risks and commodity hedging activities

The Company does not deal in commodity activities. Accordingly, the disclosures required to be made in terms of SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2018/0000000141 dated November 15, 2018 pertaining to commodity price risks and commodity hedging activities are not applicable to the Company.

(f) Recommendation of Committees to the Board

During FY 2022, there were no such recommendations of the Committees, which the Board had not accepted.

(g) Fees paid to statutory auditors and all entities in the network firm/ entity – ₹26.78 Lakh.

(h) Disclosure in relation to Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013: No complaint was received during FY 2022.

GENERAL SHAREHOLDER INFORMATION

A section on the 'Shareholder Information' is annexed, and forms part of this Annual Report.

COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE

The certification by the Managing Director and Chief Financial Officer of the Company, in compliance of Regulation 17(8) read with Part B of Schedule II of the Listing Regulations, is enclosed as **Annexure II**.

M/s. Sanjay Grover & Associates, Practicing Company Secretaries have certified that the Company has complied with the conditions of Corporate Governance as stipulated in Schedule V of the Listing Regulations and the said certificate is annexed to the Report as **Annexure-III**.

A certificate from M/s. Sanjay Grover & Associates, Practicing Company Secretaries, certifying that none of the directors on the board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority is annexed as **Annexure-IV** to the Report.

DISCLOSURE ON NON-MANDATORY REQUIREMENTS

The Company has duly complied with all the mandatory requirements under Listing Regulations and the status of

MAX VENTURES AND INDUSTRIES LIMITED

compliance with the non-mandatory recommendations under Part E of Schedule II of the Listing Regulations is given below:

Shareholders' Rights:

The quarterly, half-yearly and annual financial results of the Company are published in newspapers and also posted on the Company's website.

Audit Qualification:

It has always been the Company's endeavor to present unqualified financial statements. There is no audit qualification in respect of Financial Statements of the Company for FY 2022.

Reporting of Internal Auditor:

The Internal Auditor reports directly to the Audit Committee, which defines the scope of Internal Audit.

DETAILS OF COMPLIANCE WITH THE CORPORATE GOVERNANCE REQUIREMENTS SPECIFIED IN REGULATIONS 17 TO 27 AND CLAUSE (B) TO (I) OF SUB - REGULATION (2) OF REGULATION 46 OF LISTING REGULATIONS

The Company is in compliance with the corporate governance requirements specified in Regulations 17 to 27 and clause (b) to (i) of Regulation 46(2) of Listing Regulations.

Further, there is no non-compliance of any requirement of corporate governance report of sub-para (2) to (10) of Part C to Schedule V of Listing Regulations.

EQUITY SHARES IN UNCLAIMED SUSPENSE ACCOUNT

Pursuant to the provisions of Regulation 39 of the Listing Regulations, the Company has transferred the unclaimed equity shares on July 18, 2017 in the Demat Account titled as 'MAX VENTURES AND INDUSTRIES LIMITED- UNCLAIMED SUSPENSE ACCOUNT'. The equity shares transferred to said Unclaimed Suspense Account belong to the members who have not claimed their Share Certificates pertaining to the equity shares of the Face Value of ₹10/- each.

The details of Equity Shares held in the Unclaimed Suspense Account as at March 31, 2022 are as follows:

S. No.	Particulars	No. of Shareholders	Number of Equity Shares
1.	Aggregate number of shareholders and the outstanding shares lying in the Unclaimed Suspense Account lying at the beginning of the year.	2,269	1,05,358
2.	Number of shareholders who approached the issuer for transfer of shares from the Unclaimed Suspense Account during the year.	7	498
3.	Number of shareholders to whom shares were transferred from the Unclaimed Suspense Account during the year.	7	498
4.	Aggregate number of shareholders and the outstanding shares in the Suspense Account lying at the end of the year.	2,262	1,04,860

Further the voting rights on the above-mentioned shares shall remain frozen till the rightful owner of such shares claims the shares.

On behalf of the Board of Directors
Max Ventures and Industries Limited

Date: May 16, 2022
Place: New Delhi

Sahil Vachani
Managing Director and CEO
DIN: 00761695

Dinesh Kumar Mittal
Independent Director
DIN: 00040000

Annexure- I

Declaration signed by the Managing Director and Chief Executive Officer on Code of Conduct as required by Regulation 26(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

This is to declare and confirm that the Company has received affirmations of compliance with the provisions of Company's Code of Conduct for the financial year ended March 31, 2022 from all Directors and Senior Management Personnel of the Company.

For Max Ventures and Industries Limited

Sahil Vachani

Managing Director and CEO

DIN: 00761695

Date: May 16, 2022

Place: New Delhi

CERTIFICATION BY MANAGING DIRECTOR AND CHIEF FINANCIAL OFFICER

To
The Board of Directors,
Max Ventures and Industries Limited,

We, Sahil Vachani, Managing Director & CEO and Nitin Kumar Kansal, Chief Financial Officer of Max Ventures and Industries Limited ("the Company") certify that:

- A. We have reviewed the financial statements and the cash flow statement of the Company for the financial year ended March 31, 2022 and that to the best of our knowledge and belief:
 - (a) these statements do not contain any materially untrue statement or omit any material fact or contain statements that are misleading; and
 - (b) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, wherever applicable, deficiencies in the design or operation of such internal controls, if any, of which we are aware of, and the steps we have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the Auditors and the Audit Committee, wherever applicable:
 - (i) significant changes in internal control over financial reporting during the year;
 - (ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (iii) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or any employee having a significant role in the Company's internal control system over financial reporting.

For **Max Ventures and Industries Limited**

Date: May 16, 2022
Place: New Delhi

Nitin Kumar Kansal
Chief Financial Officer

Sahil Vachani
Managing Director and CEO

CORPORATE GOVERNANCE CERTIFICATE

To

The Members

Max Ventures and Industries Limited

We have examined the compliance of conditions of Corporate Governance by **Max Ventures and Industries Limited** ("the Company"), for the financial year ended March 31, 2022, as stipulated under Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and Para C, D and E of Schedule V to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

The compliance of conditions of Corporate Governance is the responsibility of the management of the Company. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated under Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and Para C, D and E of Schedule V to the Listing Regulations.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: New Delhi
Date: May 16, 2022

For **Sanjay Grover & Associates**
Company Secretaries
Firm Registration No.: P2001DE052900

Devesh Kumar Vasisht
Partner
CP No.: 13700 / Mem. No. F8488
UDIN: F008488D000325607

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C Clause (10) (i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,

The Members of

MAX VENTURES AND INDUSTRIES LIMITED

419, Bhai Mohan Singh Nagar, Village Railmajra,

Tehsil Balachaur Nawan Shehar

Punjab-144533.

1. That Max Ventures and Industries Limited (CIN: L85100PB2015PLC039204) is having its registered office at 419, Bhai Mohan Singh Nagar, Village Railmajra, Tehsil Balachaur Nawan Shehar Punjab-144533 (hereinafter referred as "the Company"). The equity shares of the Company are listed on BSE Limited and National Stock Exchange of India Limited.
2. We have examined the relevant disclosures received from the Directors, registers, records, forms, and returns maintained by the Company and produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
3. In our opinion and to the best of our information and according to the verifications and examination of the disclosures under section 184/189, 170, 164, 149 of the Companies Act, 2013 (the Act) and DIN status at the portal, www.mca.gov.in, as considered necessary and explanations furnished to us by the Company and its officers, we certify that none of the below named Directors on the Board of the Company as on March 31, 2022 have been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such statutory authority:

Sr. No.	Name of Director	Director Identification Number (DIN)	Date of Appointment in Company
1	Mr. Narasimha Murthy Kummamuri	00023046	15/01/2016
2	Mr. Analjit Singh	00029641	15/01/2016
3	Mr. Dinesh Kumar Mittal	00040000	15/01/2016
4	Mr. Niten Malhan	00614624	08/11/2019
5	Mr. Sahil Vachani	00761695	15/01/2016
6	Ms. Gauri Padmanabhan	01550668	26/11/2018
7	Mr. Ka Luk Stanley Tai	08748152	01/02/2022

4. Ensuring the eligibility of the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.
5. This certificate is based on the information and records available up to this date and we have no responsibility to update this certificate for the events and circumstances occurring after the date of the certificate.

For Sanjay Grover & Associates
Company Secretaries
Firm Registration No.: P2001DE052900

Devesh Kumar Vasisht
Partner

CP No.:13700

FCS No. F8488

UDIN: F008488D000325585

Place: New Delhi
Date: May 16, 2022



**GENERAL
SHAREHOLDER
INFORMATION**



GENERAL SHAREHOLDER INFORMATION

Registered Office: 419, Bhai Mohan Singh Nagar, Village Railmajra, Tehsil Balachaur, District S B S Nagar, (Nawanshahr), Punjab – 144 533	Investor Helpline: Tel. No.: 0120-4743222 Fax: 0120-4743250 E-mail: investorhelpline@maxvil.com
Registrar and Share Transfer Agent: Mas Services Limited, T-34, 2nd Floor, Okhla Industrial Area, Phase - II New Delhi-110 020, Tel-011 26387281/82/83 Fax-011 26387384 e-mail: investor@masserv.com	Annual General Meeting: Date and Time: Thursday, 25 August , 2022 at 14.00 hrs. through video conference Deemed Venue: Registered Office of the Company at 419, Bhai Mohan Singh Nagar, Village Railmajra, Tehsil Balachaur, District S B S Nagar, (Nawanshahr), Punjab - 144 533

Book Closure: The Register of Members and Share Transfer Books of the Company will remain closed from Friday, August 19, 2022 to Thursday, August 25, 2022 (both days inclusive).

Financial Year: The Financial Year of the Company starts from 1st April of a year and ends on 31st March of the following year.

Financial Calendar - 2022-23:

1	First quarter results	By August 14, 2022
2	Second quarter & half yearly results	By November 14, 2022
3	Third quarter results	By February 14, 2023
4	Annual results	By May 30, 2023

LISTING ON STOCK EXCHANGES:

The Equity Shares of the Company are listed on the BSE Limited ('BSE'), Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 021 and the National Stock Exchange of India Limited ('NSE') Exchange Plaza, Bandra Kurla Complex, Bandra (East) Mumbai – 400051. The Company confirms that it has duly paid annual listing fees due to BSE and NSE for FY 2022-23.

CONNECTIVITY WITH DEPOSITORIES:

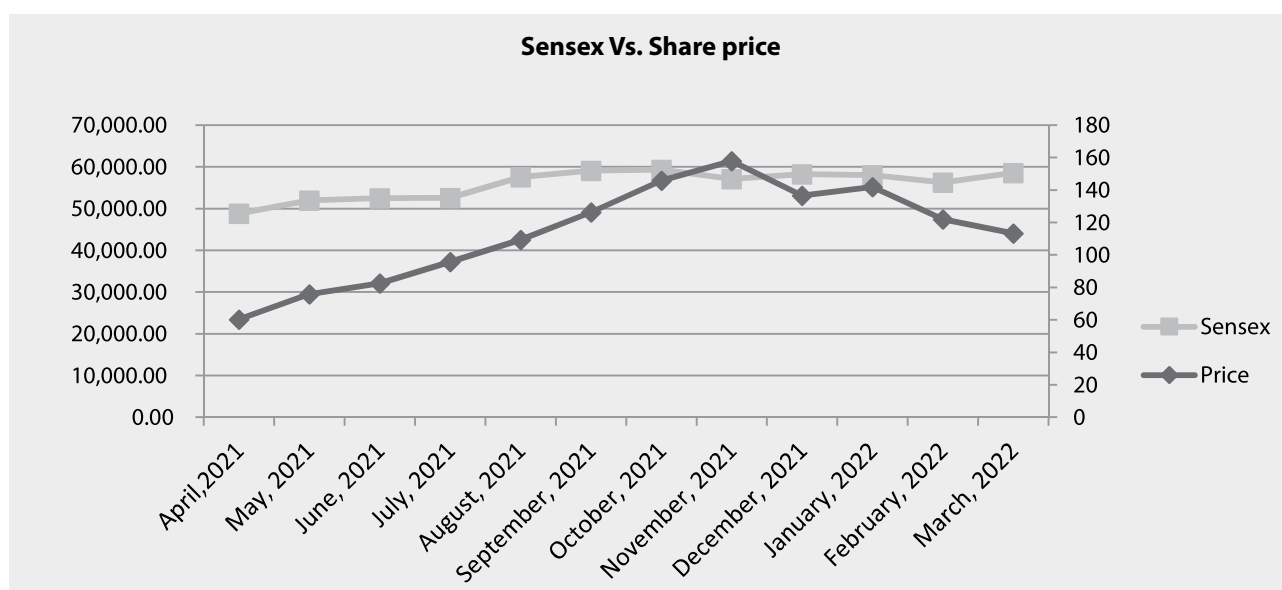
The Company's shares are in dematerialized mode through National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

STOCK CODE:

BSE	539940
NSE	MAXVIL
Demat ISIN No. for NSDL and CDSL	INE154U01015

MONTHLY HIGH AND LOW QUOTATION ON BSE LIMITED (BSE) AND NATIONAL STOCK EXCHANGE OF INDIA LIMITED (NSE)

Month	BSE		NSE	
	High (₹)	Low (₹)	High (₹)	Low (₹)
April, 2021	60.25	52.65	60.35	53.15
May, 2021	75.85	54.10	75.90	54.00
June, 2021	82.50	66.00	83.00	67.25
July, 2021	95.70	69.40	95.85	70.25
August, 2021	109.40	82.80	109.80	82.65
September, 2021	126.30	89.60	126.50	89.60
October, 2021	145.90	114.05	145.50	114.20
November, 2021	157.95	108.00	156.10	108.05
December, 2021	136.60	112.40	137.00	112.40
January, 2022	141.85	113.40	142.00	113.45
February, 2022	122.00	94.40	121.65	96.45
March, 2022	113.20	94.10	114.15	96.05



Sensex Vs. Share price

The securities of the Company were not suspended from trading during the financial year.

EQUITY SHAREHOLDING PATTERN AS ON MARCH 31, 2022:

Category	No. of shares held	% of shareholding
Promoters & Promoter Group	7,28,46,286	49.57
Mutual Funds and UTI	30,928	0.02
Banks, Financial Institutions	2,700	0.00
Trust	01	0.00
Foreign Portfolio Investors	79,91,231	5.44
Foreign Institutional Investors	32,22,407	2.19
Foreign Direct Investment	3,12,82,950	21.29
Bodies Corporate	25,42,409	1.73
Non-resident Indians	24,51,520	1.67
Clearing Members	17,68,351	1.20
Resident Individuals	2,46,81,706	16.81
Director's and their relatives	16,765	0.01
NBFCs	4534	0.00
Unclaimed Shares Account	1,04,860	0.07
Total	14,69,46,648	100.00

DISTRIBUTION OF SHAREHOLDING AS ON MARCH 31, 2021

No. of Shareholders	Percentage to Total	Shareholdings	No. of shares	Percentage to Total
27,969	85.789	1 to 5000	22,09,837	1.503
2,348	7.202	5001 to 10000	16,67,221	1.134
889	2.726	10001 to 20000	13,69,913	0.932
378	1.159	20001 to 30000	9,88,591	0.672
176	0.539	30001 to 40000	6,28,945	0.428
178	0.545	40001 to 50000	8,39,413	0.571
280	0.858	50001 to 100000	20,91,365	1.423
384	1.177	100001 and above	13,71,51,363	93.344
32,602	100.00		14,69,46,648	100.00

DEMATERIALIZATION STATUS AS ON MARCH 31, 2022

- (i) Shareholding in dematerialised mode - 99.81% of the paid-up share capital
- (ii) Shareholding in physical mode - 0.19% of the paid-up share capital

RECONCILIATION OF SHARE CAPITAL AUDIT

As stipulated by the Regulation 76 of SEBI (Depositories and Participants) Regulations, 2018, a practicing Company Secretary carries out the Reconciliation of Share Capital Audit, on a quarterly basis, to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) with the total listed and paid-up capital. The audit report, inter alia, confirms that the total listed and paid up capital of the Company is in agreement with the aggregate of the total number of shares in dematerialized form and total number of shares in physical form.

FOR SHAREHOLDERS HOLDING SHARES IN DEMATERIALIZED MODE

Shareholders holding shares in dematerialised mode are requested to intimate all changes with respect to bank details, mandate, nomination, power of attorney, change of address, change of name etc. to their Depository Participant (DP). These changes will be reflected in the Company's records on the downloading of information from Depositories, which will help the Company to provide better service to its shareholders.

SHARE TRANSFER/TRANSMISSION SYSTEM

Pursuant to SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 08, 2018 read with SEBI's Press Release under reference PR No.: 51/2018 dated December 03, 2018, transfer of shares held in physical form is not permitted w.e.f. March 31, 2019 and it is mandatory to demat the securities for getting the shares transferred.

We therefore request all the shareholders, holding shares in physical form to dematerialise their shareholding with the Depository Participants of their choice.

During the Financial Year ended March 31, 2022 ("FY 2022"), the Company has not approved any transfer of shares in physical form except those which are permissible under Statute/Regulations. However, for others the transfers are effected within limits prescribed by law. The average turnaround time for processing registration of other transfers is 15 days from the date of receipt of requests. The processing activities with respect to requests received for dematerialisation are completed within 7 -10 days.

DIVIDEND

The year under review was the seventh financial year of the Company's operations. Considering the future business plans of the Company, the Board of Directors did not recommend any dividend for FY 2022 on the Equity Share Capital of the Company.

OUTSTANDING GDRS/ADRS/ WARRANTS OR ANY CONVERTIBLE INSTRUMENTS, CONVERSION DATE AND LIKELY IMPACT ON EQUITY:

As at March 31, 2022, the Company did not have any outstanding GDRS/ADRS/ Warrants or any convertible instruments.

COMMODITY PRICE RISKS AND COMMODITY HEDGING ACTIVITIES

The Company does not deal in commodity activities. The Commodity price risks and commodity hedging activities are not applicable to the Company.

PLANT LOCATIONS

Not Applicable.

COMMUNICATION OF FINANCIAL RESULTS

The unaudited quarterly financial results and the audited annual financial results are normally published in the Financial Express or Business Standard (English) and Desh Sewak (Punjabi). The financial results, press releases and presentations (if any) are communicated to the NSE and BSE and are also displayed on the Company's website- www.maxvil.com.

ADDRESS FOR CORRESPONDENCE WITH THE COMPANY

Investors and shareholders can correspond with the office of the Registrar and Share Transfer Agent of the Company or the Corporate Office of the Company at the following addresses:

Mas Services Limited (Registrar & Share Transfer Agent)

T-34, 2nd Floor
Okhla Industrial Area, Phase – II
New Delhi – 110 020

Contact Persons

Mr. Sharwan Mangla
Tel No.: 011-26387281/82/83
Fax No.: 011 – 26387384
e-mail: info@masserv.com

Max Ventures and Industries Limited (Corporate Office)

Secretarial Department
Max Towers, L -12
C001/A/1, Sector 16B,
Noida-201301 (Uttar Pradesh)

Company Secretary and Compliance Officer

Mr. Ankit Jain
Tel. No.: 0120 4743222
E-mail: ankit.jain@maxvil.com

LIST OF ALL CREDIT RATINGS OBTAINED BY THE ENTITY ALONG WITH ANY REVISIONS THERETO DURING THE RELEVANT FINANCIAL YEAR, FOR ALL DEBT INSTRUMENTS OF SUCH ENTITY OR ANY FIXED DEPOSIT PROGRAMME OR ANY SCHEME OR PROPOSAL OF THE LISTED ENTITY INVOLVING MOBILISATION OF FUNDS, WHETHER IN INDIA OR ABROAD

Not Applicable.

Please visit us at www.maxvil.com for financial and other information about your Company.

On behalf of the Board of Directors
Max Ventures and Industries Limited

Date: May 16, 2022
Place: New Delhi

Sahil Vachani
Managing Director and CEO
DIN: 00761695

Dinesh Kumar Mittal
Independent Director
DIN: 00040000





BOARD'S REPORT

BOARD'S REPORT

Dear Members,

Your Directors have pleasure in presenting the 7th (Seventh) Board's Report along with the Audited Financial Statements of your Company for the Financial Year ended March 31, 2022 ("FY 2022"). This Report is prepared on the basis of Standalone Financial Statements of the Company for FY 2022 and the consolidated performance of the Company and its subsidiaries has been referred to wherever required.

Standalone Financial Results

The standalone financial performance of your Company is summarized below:

(₹ in Lakh)

Particulars	FY 2021-22	FY 2020-21
Income		
Revenue from Operations	1,980.98	2,954.20
Other Income	48,842.97	170.57
Total Revenues	50,823.95	3,124.77
Expenditure		
Employee benefits expense	867.18	842.69
Finance costs	321.89	332.87
Depreciation and amortization expense	378.41	371.46
Other expenses	936.40	714.78
Total Expenses	2,503.88	2,261.80
Profit/(Loss) before Tax	48,320.07	862.97
Tax expense	9,974.57	165.42
Profit/(Loss) after Tax	38,345.50	697.55

Consolidated Financial Results

The consolidated financial performance of your Company and its subsidiaries is summarized below:

(₹ in Lakh)

Particulars	FY 2021-22	FY 2020-21
Continuing operations		
Income		
Revenue from Operations	10,096.71	6,669.98
Other Income	992.58	718.81
Total Revenues	11,089.29	7,388.79
Expenditure		
Cost of raw materials consumed	705.33	191.04
Change in inventories of finished goods, traded goods and work in progress	1,850.94	1,557.97
Employee benefits expense	1,316.28	1,461.78
Finance costs	1,657.28	1,718.84
Depreciation and amortization expense	1,481.29	1,311.46
Other expenses	3,651.72	3,664.84
Total Expenses	10,662.84	9,905.93
Profit/(Loss) before exceptional items and tax	426.45	(2,517.14)
Exceptional items	-	(2,699.89)
Profit before tax from continuing operations	426.45	(5,217.03)
Attributable tax expense	(39.15)	(755.25)
Profit/(Loss) after Tax	465.60	(4,461.78)

Particulars	FY 2021-22	FY 2020-21
Discontinued operations		
Revenue from operations	126,984.14	111,388.56
Other income	1,029.34	1,043.86
Total expenses	106,189.26	99,029.04
Profit before tax	21,824.22	13,403.38
Gain on sale of discontinued operations (also refer note 4)	40,922.47	-
Tax expenses/(credit) (also refer note 4)	17,339.72	3,232.11
Profit for the period from discontinued operations (refer note 7)	45,406.97	10,171.27
Profit for the period from continuing and discontinued operations	45,872.57	5,709.49
Attributable to:		
Equity holders of parent	38,768.48	767.83
Non-controlling interest	7,104.09	4,941.66

In accordance with the Companies Act, 2013 ("the Act") and Regulation 34 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the audited Consolidated Financial Statements are provided as part of this Annual Report and shall also be laid before the ensuing Annual General Meeting ("AGM") of the Company.

The Standalone and Consolidated Financial Statements have been prepared in accordance with the Indian Accounting Standards (IND AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time).

Company's Performance / Operations

In FY 2022, the Company reported consolidated revenues from continuing operations of ₹ 10,096.71 Lakh and a Profit after tax of ₹ 465.60 Lakh.

Dividend

Considering the future business plans of the Company, the Board of Directors of the Company do not recommend any dividend on the equity shares of the Company for FY 2022.

Transfer to Reserves

The Company did not transfer any amount out of profits to General Reserve during FY 2022.

Listing Information

The equity shares of the Company are traded on BSE Ltd. (Scrip Code '539940') and National Stock Exchange of India Ltd. (Symbol 'MAXVIL') effective June 22, 2016. The ISIN number for dematerialisation of the equity shares of the Company is INE154U01015.

The annual listing fees for the Financial Year 2022-23 has been paid to both the Stock Exchanges.

Changes in Share Capital

As at March 31, 2022, the authorized share capital of the Company stood at ₹ 1,50,00,00,000/- (Rupees One Hundred and Fifty Crore Only) divided into 15,00,00,000 (Fifteen Crore) equity shares of ₹ 10/- (Rupees Ten only) each. There was no change in the authorized share capital of the Company during FY 2022.

As at March 31, 2022, the paid-up equity share capital of the Company was ₹ 1,46,94,66,480/- (Rupees One Hundred and Forty Six Crore Ninety Four Lakh Sixty Six Thousand Four Hundred and Eighty only) comprising of 14,69,46,648 (Fourteen Crore Sixty Nine Lakh Forty Six Thousand Six Hundred and Forty Eight) equity shares of ₹ 10/- (Rupees Ten only) each.

During FY 2022, the Company has allotted 3,22,586 (Three Lakh Twenty Two Thousand Five Hundred and Eighty Six) equity shares of ₹ 10/- (Rupees Ten Only) each arising from the exercise of Stock Options by the Option Holders under 'Max Ventures and Industries Employee Stock Plan – 2016' of the Company.

Subsidiaries, Joint Ventures and Associates

As at March 31, 2022, your Company had following subsidiaries:

- (i) Max Estates Limited;
- (ii) Max I. Limited;
- (iii) Max Asset Services Limited;
- (iv) Max Towers Private Limited;
- (v) Max Square Limited; and
- (vi) Pharmax Corporation Limited.

Further, during FY 2022; the Company has sold 1,71,89,601 (One Crore Seventy One Lakh Eighty Nine Thousand Six Hundred and One) equity shares of ₹ 10/- (Rupees Ten only) each

constituting 41.00% of the equity share capital of Max Specialty Films Limited ("MSFL"), an erstwhile material unlisted subsidiary of the Company to Toppan Inc., a company incorporated under the laws of Japan and having its registered office at 1-5-1 Taito, Taito-ku, Tokyo - 110-8560 on February 1, 2022; and accordingly, MSFL had ceased to be a subsidiary of the Company effective that date. The Company along with its Nominees holds 41,92,585 (Forty One Lakh Ninety Two Thousand Five Hundred and Eighty Five) equity shares constituting 10.00% of the equity share capital of MSFL as on March 31, 2022.

There were no associates or joint ventures of the Company during FY 2022.

Form AOC-1 containing the salient features of Financial Statements of the Company's subsidiaries is enclosed with this Report as 'Annexure - 1'.

Further, a detailed update on the performance of your Company's subsidiaries is furnished in the Management Discussion and Analysis section which forms part of this Report.

In compliance with the provisions of Section 136 of the Act, the Financial Statements and other documents of the subsidiaries are not being attached with the Financial Statements of the Company and are available on the website of the Company viz. www.maxvil.com.

The Consolidated Financial Statements presented by the Company include financial results of its subsidiaries.

Annual Return

The Annual Return of the Company for FY 2020-21 is available at the website of the Company at www.maxvil.com. Further, the Annual Return for FY 2022 shall be made available at the website of the Company upon the same being filed with the concerned Registrar of Companies.

Employees Stock Option Plan

Your Company has adopted an employee stock option plan viz. 'Max Ventures and Industries Limited - Employee Stock Plan 2016' ('ESOP Plan') at its first Annual General Meeting held on September 27, 2016. The ESOP Plan provides for grant of stock options aggregating not more than 5% of equity share capital of the Company to eligible employees and Directors of the Company and its subsidiaries. There was no change in the ESOP Plan during FY 2022. Further, the ESOP Plan is in compliance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (as

amended from time to time). The ESOP Plan is administered by the Nomination and Remuneration Committee constituted by the Board of Directors of the Company.

During FY 2022, your Company has granted 1,32,724 stock options to the eligible employees of the Company and its subsidiaries. A statement setting out the details of options granted upto March 31, 2022 and other disclosures as required under Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and Rule 12(9) of Companies (Share Capital & Debentures) Rules, 2014 for FY 2022, is enclosed as 'Annexure - 2' to this report.

Material changes between the end of financial year and the date of this Report

There were no material changes affecting the financial position of the Company between the Financial Year ended March 31, 2022 and the date of this Report.

However, the Board of Directors of the Company in its meeting held on April 18, 2022 has approved the draft Composite Scheme of Amalgamation and Arrangement amongst the Company and Max Estates Limited and their respective shareholders and creditors ('Scheme'), for amalgamation of the Company with Max Estates Limited, a wholly owned subsidiary of the Company and various other matters incidental, consequential or otherwise integrally connected thereto pursuant to Sections 230 to 232 read along with Section 66 and other applicable provisions of the Companies Act, 2013 (including any statutory modifications or re-enactments or amendments thereof) and rules made thereunder, with effect from the Appointed Date i.e. April 01, 2022, subject to receipt of requisite statutory / regulatory approvals including the approval of the jurisdictional Bench of the National Company Law Tribunal.

Report on Corporate Governance

The Company has complied with all the mandatory requirements of Corporate Governance specified by the Securities and Exchange Board of India through Part C of Schedule V of the Listing Regulations. As required by the said Clause, a separate Report on Corporate Governance forms part of the Annual Report of the Company.

A certificate from M/s Sanjay Grover & Associates, Practicing Company Secretaries regarding compliance with the regulations of Corporate Governance pursuant to Part E of Schedule V of the Listing Regulations and a certificate from the Managing Director and Chief Financial Officer of the Company on compliance of Part B of Schedule II of the Listing Regulations

forms part of the Corporate Governance Report.

Management Discussion & Analysis

In terms of Regulation 34 of the Listing Regulations, a review of the performance of the Company, including those of your Company's subsidiaries, is provided in the Management Discussion & Analysis section, which forms part of this Annual Report.

Directors

As at March 31, 2022, the Board of Directors of your Company comprised of 7 (seven) Directors with one Executive Director and (Six) Non-Executive Directors out of which 4 (Four) were Independent Directors.

During FY 2022, Mr. Arthur Seter resigned from the position of Non-Executive Director of the Company effective from closure of business hours on January 31, 2022. The Board places on record its appreciation for the valuable contributions made by him during his association with the Company.

Further, Mr. Ka Luk Stanley Tai was appointed as Non-Executive Additional Director by the Board of Directors of the Company w.e.f. February 01, 2022, who was subsequently appointed as a Non-Executive Director by the Members of the Company through an Ordinary Resolution passed by way of Postal Ballot effective March 13, 2022.

In terms of Section 152 of the Act and the Articles of Association of the Company, Mr. Analjit Singh shall retire by rotation at the ensuing AGM of the Company. Being eligible, he has offered himself for re-appointment at the ensuing AGM. Your Directors recommend his re-appointment. A brief profile of Mr. Analjit Singh, forms part of the Notice convening AGM of the Company.

Board Meetings

The Board of Directors met 04 (Four) times during FY 2022. The details of meetings and the attendance of directors are provided in the Corporate Governance Report which forms part of this Annual report.

Statement of Declaration by Independent Directors

In terms of Section 149(6) of the Act and Regulation 25 of the Listing Regulations, the Company has received declaration of independence from all Independent Directors namely Mr. Kummamuri Narasimha Murthy, Mr. Dinesh Kumar Mittal, Mr. Niten Malhan and Ms. Gauri Padmanabhan.

In the opinion of the Board, the Independent Directors fulfil the conditions of independence specified in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and also meet the criteria in relation to integrity, expertise and experience (including the proficiency) as outlined by your Company. The Independent Directors have also confirmed that they have complied with the Company's Code of Conduct and the inlaid policies and applicable laws.

Key Managerial Personnel

As at March 31, 2022, in terms of provisions of Section 203 of the Act, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Mr. Sahil Vachani - Managing Director and CEO, Mr. Nitin Kumar Kansal - Chief Financial Officer were the Key Managerial Personnel of the Company.

During FY 2022, Mr. Saket Gupta has resigned from the position of Company Secretary and Compliance Officer of the Company effective January 31, 2022. Further, Mr. Ankit Jain was appointed as the Company Secretary and Compliance Officer of the Company w.e.f. May 16, 2022.

Committees of Board of Directors

As at March 31, 2022, the Company had 5 (Five) committees of Board of Directors of the Company viz. Audit Committee, Nomination & Remuneration Committee, Stakeholder's Relationship Committee, Investment & Finance Committee and Risk Management and Sustainability Committee which have been established as a part of the best Corporate Governance practices and are in compliance with the requirements of the relevant provisions of applicable laws and statutes.

During FY 2022, the Board of Directors of the Company in its meeting held on June 11, 2021 has dissolved the Corporate Social Responsibility Committee and role of the Corporate Social Responsibility Committee is being discharged by the Board of Directors effective that date.

A detailed note on Board and Committees composition, its terms of references and the meetings held during FY 2022 has been provided in the Corporate Governance Report which forms part of this Annual Report.

Independent Directors' Meeting

The Independent Directors met on June 11, 2022, inter-alia, to:

1. Review the performance of non-independent Directors and the Board as a whole;

2. Review the performance of the Chairman of the Company, taking into account the views of executive Directors and non-executive Directors; and
3. Assess the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

Performance Evaluation of the Board

The performance evaluation of the Board as stipulated under the Listing Regulations and Section 134 of the Act read with Rule 8(4) of the Companies (Accounts) Rules, 2014, a formal annual evaluation has been carried out for evaluating the performance of the Board, the Committees of the Board and the Individual Directors including the Independent Directors and the Chairman.

The performance evaluation was carried out by obtaining feedback from all Directors through a confidential online survey mechanism through Diligent Boards which is a secured electronic medium through which the Company interfaces with its Directors. The Directors were also provided an option to participate in physical mode. The outcome of this performance evaluation was placed before Nomination & Remuneration Committee, Independent Directors' Committee and the Board in their respective meeting for the consideration of members.

The review concluded by affirming that the Board as a whole as well as its Chairman, all of its members, individually and the Committees of the Board continued to display commitment to good governance by ensuring a constant improvement of processes and procedures and contributed their best in overall growth of the organization.

Nomination & Remuneration Policy

In terms of the provisions of Section 134(3)(e) and 178 of the Act, the Board of Directors on the recommendation of the Nomination & Remuneration Committee have put in place a policy on Director's appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a Director and other matters provided. The said Policy is available on our website at <https://www.maxvil.com/shareholder-information/>.

Disclosure under Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013

The Company has requisite policy for prevention, prohibition and redressal of Sexual Harassment of Women at Workplace.

This comprehensive policy ensures gender equality and the right to work with dignity. The Internal Complaints Committee (ICC) is in place for redressal of complaints received relating to sexual harassment.

During FY 2022 and till the date of this report, no complaint pertaining to sexual harassment was received by ICC.

Particulars of Loans, Guarantees or Investments in Securities

The details of loans, guarantees and investments are provided in Note No. 27 to the Standalone Financial Statements forming part of this Annual Report.

Contracts or Arrangements with Related Parties

All transactions entered by the Company during FY 2022 with related parties under the Act were in the ordinary course of business and on an arm's length basis. Further, your Company did not enter into any Related Party Transaction which may be considered material in terms of the Listing Regulations and thus disclosure in Form AOC-2 is considered to be not applicable to the Company.

The details of all related party transactions are provided in Note No. 34 to the Standalone Financial Statements attached to this Report.

The Policy on materiality of related party transactions and dealing with related party transactions as approved by the Board may be accessed on the Company's website at <https://www.maxvil.com/shareholder-information/>.

Risk Management

Your Company considers that risk is an integral part of its business and therefore, it takes proper steps to manage all risks in a proactive and efficient manner. The Company management periodically assesses risks in the internal and external environment and incorporates suitable risk treatment processes in its strategy, business and operating plans.

There are no risks which, in the opinion of the Board, threaten the very existence of your Company. However, some of the challenges faced by the Company and/or its key operating subsidiaries have been set out in the Management Discussion and Analysis Report forming part of this Annual Report.

Vigil Mechanism

The Company has a vigil mechanism pursuant to which a Whistle Blower Policy ('Policy') has been adopted and the same

is hosted at the Company's website at <https://www.maxvil.com/shareholder-information/>.

It provides opportunity to the directors, stakeholders and employees to report in good faith about the unethical and improper practices, fraud or violation of Company's Code of Conduct. The Policy also provides for adequate safeguard against victimization of the whistleblowers using such mechanism. The Policy also provides for direct access to the Chairperson of the Audit Committee in exceptional cases.

The Company affirms that no person was denied access to the Audit Committee on matters relating to the Policy during FY 2022.

Human Resources

The information required under Section 197(12) of the Act read with Rule 5(1) and Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, is given in 'Annexure - 3'.

Particulars of Conservation of Energy, Technology Absorption & Foreign Exchange Earning and Outgo

The information on conservation of energy, technology absorption and foreign exchange earnings & outgo as stipulated under Section 134(3)(m) of the Act read with Companies (Accounts) Rules, 2014 is as follows:

a) Conservation of Energy

- (i) the steps taken or impact on conservation of energy
Regular efforts are made to conserve the energy through various means such as use of low energy consuming lightings, etc.
- (ii) the steps taken by the Company for using alternate sources of energy
Since your Company is not an energy intensive unit, utilization of alternate source of energy may not be feasible.
- (iii) Capital investment on energy conservation equipment:
Nil

b) Technology Absorption

Your Company is not engaged in manufacturing activities therefore, there is no specific information to be furnished

in this regard.

There was no expenditure on Research and Development during FY 2022.

c) Foreign Exchange Earnings and Outgo

The foreign exchange earnings and outgo during FY 2022 are given below:

Total Foreign Exchange earned	:	Nil
Total Foreign Exchange used	:	Nil

Statutory Auditors and Auditors' Report

Pursuant to provisions of Section 139 and other applicable provisions of the Act, M/s. S. R. Batliboi & Co. LLP, Chartered Accountants, (Firm Registration No. 301003E) were re-appointed as Statutory Auditors of the Company for a second tenure of five years at AGM held on December 30, 2020 to hold office till the conclusion of the 10th AGM of the Company to be held in the year 2025.

The Auditors Report annexed with this Annual Report, does not contain any qualification, reservation or adverse remarks.

Secretarial Auditors and Secretarial Audit Report

Pursuant to the provisions of Section 204 of the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, your Directors appointed M/s. Sanjay Grover & Associates, Company Secretaries to undertake the Secretarial Audit of your Company. The Report of the Secretarial Auditors has been annexed as 'Annexure - 4' to this Report, which is self-explanatory.

There are no qualifications, reservations, adverse remarks or disclaimers given by the Secretarial Auditors in their Report for FY 2022 and hence, does not call for any further comments.

Internal Auditors

M/s. MGC Global Risk Advisory LLP were appointed as the Internal Auditors of the Company for conducting the Internal Audit of key functions and assessment of Internal Financial Controls for FY 2022.

Internal Financial Controls

The Company has in place adequate internal financial controls with reference to Financial Statements. During FY 2022, such controls were tested and no reportable material weaknesses in the design or operation effectiveness were observed.

Further, the testing of such controls was also carried out independently by the Statutory Auditors for FY 2022.

In the opinion of the Board, the existing internal control framework is adequate and commensurate with the size and nature of the business of the Company.

Reporting of Frauds by Auditors

During FY 2022, neither the Statutory Auditors nor the Internal Auditors or Secretarial Auditors of the Company have reported to the Audit Committee under Section 143(12) of the Act, any instances of fraud committed against the Company by its officers or employees, the details of which are required to be mentioned in the Board's Report.

Corporate Social Responsibility Policy (CSR Policy)

In terms of the provisions of Section 135 of the Act, read with Companies (Corporate Social Responsibility Policy) Rules, 2014, the Board of Directors of your Company has approved a CSR policy which is available at the website of the Company at <https://www.maxvil.com/shareholder-information/>.

The Annual Report on CSR Activities of the Company for FY 2022 is enclosed as 'Annexure – 5' to this Report, which is self-explanatory.

Business Responsibility Report

In terms of Clause 34(2)(f) of the Listing Regulations, a Business Responsibility Report, on various initiatives taken by the Company, is enclosed to this report as **Annexure - 6**.

Cost Records

The provisions of Section 148(1) of the Act relating to maintenance of cost records were not applicable to the Company for FY 2022.

Public Deposits

During FY 2022, the Company has not accepted or renewed any deposits from the public.

Compliance of Secretarial Standards

During FY 2022, the Company has complied with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI) pursuant to the provisions of Section 118 of the Companies Act 2013.

Directors' Responsibility Statement

In terms of Section 134(3)(c) of the Act and to the best of their knowledge and belief, and according to the information and explanation provided to them, your Directors hereby confirm that:

- (a) in preparation of the Financial Statements, the applicable accounting standards have been followed along with proper explanations relating to material departures, if any;
- (b) such accounting policies have been selected and applied consistently and judgments and estimates made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as on March 31, 2022 and of the profit of the Company for year ended on that date;
- (c) proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for prevention and detection of fraud and other irregularities;
- (d) the financial statements have been prepared on going concern basis;
- (e) proper internal financial controls were in place and that such financial controls were adequate and were operating effectively; and
- (f) the systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

Unclaimed Shares

Pursuant to the provisions of Regulation 39 of the Listing Regulations, the Company has transferred the unclaimed equity shares on July 18, 2017 in the Demat Account titled as 'MAX VENTURES AND INDUSTRIES LIMITED– UNCLAIMED SUSPENSE ACCOUNT'. The equity shares transferred to said Unclaimed Suspense Account belong to the members who have not claimed their Share Certificates pertaining to the equity shares of the Face Value of ₹ 10/- (Rupees Ten only) each.

The details of equity shares of the Company held in the Unclaimed Suspense Account have been provided in the Corporate Governance Report which forms part of this Annual Report.

Significant and/or material Orders passed by Regulators or the Courts

There were no significant and/or material orders passed against your Company by the regulators / courts / tribunals during FY 2022 which may impact the going concern status and your Company's operations in future.

Cautionary Statement

Statements in this Report, particularly those which relate to Management Discussion and Analysis describing the Company's objectives, projections, estimates and expectations may constitute "forward looking statements" within the

meaning of applicable laws and regulations. Actual results might differ materially from those either expressed or implied in the statement depending on the circumstances.

Acknowledgements

Your Directors would like to place on record their sincere appreciation for the continued co-operation and contribution made by its management and employees towards the growth of the Company. Your Directors acknowledge with thanks the co-operation and assistance received from various agencies of the Central and State Governments, local authorities, Financial Institutions and Banks, valued Customers, Suppliers, Vendors, Shareholders and all other business associates.

On behalf of the Board of Directors
Max Ventures and Industries Limited

Date: May 16, 2022
Place: New Delhi

Sahil Vachani
Managing Director and CEO
DIN: 00761695

Dinesh Kumar Mittal
Independent Director
DIN: 00040000

FORM AOC-1

[Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014]

Statement containing salient features of the financial statements of subsidiaries or associate companies or joint ventures

Part A - Subsidiaries

(Amount ₹ in Lakh, except otherwise stated)

S. No.	Particulars	Max Speciality Films Limited*	Max Estates Limited	Max I. Limited	Max Asset Services Limited	Max Towers Private Limited	Pharmax Corporation Limited	Max Square Limited
1.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period.	April 1, 2021 to February 01, 2022	April 1, 2021 to March 31, 2022	April 1, 2021 to March 31, 2022	April 1, 2021 to March 31, 2022	April 1, 2021 to March 31, 2022	April 1, 2021 to March 31, 2022	April 1, 2021 to March 31, 2022
2.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
3.	Equity Share capital	4,192.59	7,791.00	5.00	205.00	6506.00	555.92	7,001.96
4.	Other Equity	48,638.77	52,733.23	2177.29	2,464.09	27,986.79	1,665.92	20.72
5.	Total Assets	89062.5	68,814.98	2,762.53	8,095.39	45,197.99	6,967.26	30,176.13
6.	Total Liabilities	36,231.13	8,290.77	580.24	5426.26	10,705.18	4,745.41	23,153.46
7.	Investments	-	49,746.69	2,708.49	4445.12	43,102.09	4,875.13	26,076.67
8.	Total income	1,28,013.48	4,946.66	0.87	2487.75	3,268.82	367.39	-
9.	Profit before taxation	21,824.22	549.96	(71.84)	(116.30)	1,195.83	57.06	(33.05)
10.	Provision for taxation	7,308.33	-	(22.95)	-	300.99	-	-
11.	Profit after taxation	14,515.89	549.96	(48.89)	(116.30)	894.84	57.06	(33.05)
12.	Other Comprehensive income	10.17	-	-	-	(0.01)	-	-
13.	Total Comprehensive income	98.13	549.96	(48.89)	(116.30)	894.83	57.06	(33.05)
14.	Proposed Dividend	-	-	-	-	-	-	-
15.	Extent of shareholding	51% (April 1, 2021 to February 1, 2022) Currently – 10%*	100%	100%	100%	100%	85.17%	51%

* the Company has sold 1,71,89,601 (One Crore Seventy One Lakh Eighty Nine Thousand Six Hundred and One) equity shares constituting 41% of the equity share capital of Max Specialty Films Limited ("MSFL"), an erstwhile material unlisted subsidiary of the Company to Toppan Inc., a company incorporated under the laws of Japan and having its registered office at 1-5-1 Taito, Taito-ku, Tokyo - 110-8560 on February 1, 2022 and accordingly, MSFL had ceased to be a subsidiary of the Company effective that date. The Company along with its Nominees holds 41,92,585 (Forty One Lakh Ninety Two Thousand Five Hundred and Eighty Five) equity shares constituting 10% of the equity share capital of MSFL as on March 31, 2022.

PART – B – **Not Applicable** since there are no associates or joint ventures of the company.

On behalf of the Board of Directors
Max Ventures and Industries Limited

Sahil Vachani
Managing Director and CEO
DIN: 00761695

Dinesh Kumar Mittal
Independent Director
DIN: 00040000

Ankit Jain
Company Secretary

Nitin Kumar Kansal
Chief Financial Officer

Date: May 16, 2022
Place: New Delhi

DISCLOSURE UNDER SECURITIES AND EXCHANGE BOARD OF INDIA (SHARE BASED EMPLOYEE BENEFIT) REGULATIONS, 2014 AND RULE 12(9) OF COMPANIES (SHARE CAPITAL & DEBENTURES) RULES, 2014 FOR THE FINANCIAL YEAR ENDED MARCH 31, 2022 ("FY 2022")

A. Relevant disclosures in terms of the 'Guidance note on accounting for employee share-based payments' issued by ICAI or any other relevant accounting standards as prescribed from time to time

Please refer Note no. 30.1 of Standalone Financial Statements for FY 2022.

B. Diluted EPS on issue of shares pursuant to all the schemes covered under the regulations shall be disclosed in accordance with 'Accounting Standard 20 - Earnings Per Share' issued by ICAI or any other relevant accounting standards as prescribed from time to time

Please refer Note no. 26 of Standalone Financial Statements for FY 2022.

C. Summary of status of stock options granted:

i. The description of Max Ventures and Industries Limited - Employee Stock Plan 2016 is summarised as under:

S. No.	Particulars	Details
1	Date of shareholders' approval	September 27, 2016
2	Total number of options approved under ESOP	26,69,840
3	Vesting requirements	Vesting may be time based or performance based as determined by the Nomination & Remuneration Committee, from time to time.
4	Exercise price or pricing formula	As determined by the Nomination & Remuneration Committee, from time to time.
5	Maximum term of options granted	As determined by the Nomination & Remuneration Committee, subject to the compliance of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.
6	Source of shares (primary, secondary or combination)	Primary
7	Variation in terms of options	Nil

ii. Method used to account for ESOP

The fair value at grant date has been determined using the Black- Scholes model which takes into account the exercise price, the term of the option, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and the risk free interest rate for the term of the option.

iii. Where the company opts for expensing of the options using the intrinsic value of the options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options shall be disclosed. The impact of this difference on profits and on EPS of the company shall also be disclosed

Not applicable.

iv. Option movement during the year

Number of options outstanding at the beginning of the year	10,86,712 (Refer Note below)
Number of options granted during the year	1,32,724
Number of options forfeited / lapsed during the year	67,693
Number of options vested during the year	2,84,708
Number of options exercised during the year	3,22,586
Number of shares arising as a result of exercise of options	3,22,586
Money realized by exercise of options (INR), if scheme is implemented directly by the Company	₹ 85,96,027.90
Loan repaid by the Trust during the year from exercise price received	Not applicable
Number of options outstanding at the end of the year	8,29,157

- v. **Weighted-average exercise prices and weighted-average fair values of options shall be disclosed separately for options whose exercise price either equals or exceeds or is less than the market price of the stock**

Refer point (vii) below

- vi. **Employee wise details (name of employee, designation, number of options granted during the year, exercise price) of options granted to-**

- a) Senior Managerial Personnel

Name	Designation	No. of options granted during the year	Exercise price
Mr. Rajendra Singh	Head Projects – Max Estates Limited	49,448	₹32.27/- per equity share
Mr. Kumar Alok Shubham	Senior Manager Human Capital - Max Estates Limited	20,540	
Mr. Dharmendra Kumar Srivastava	Deputy General Manager Operations - Max Assets Services Limited	17,498	
Mr. Manish Gosain	Senior Manager CRM - Max Assets Services Limited	7,288	
Mr. Yamin Ali Chaudhary	Senior General Manager Projects - Max Square Ltd.	25,271	
Ms. Kanika Soni	Head Growth Residential - Max Estates Ltd.	12,679	

- b) any other employee who receives a grant in any one year of option amounting to 5% or more of option granted during that year; and

Name	Designation	No. of options granted during the year	% of options granted
Mr. Rajendra Singh	Head Projects – Max Estates Limited	49,448	37.26
Mr. Kumar Alok Shubham	Senior Manager Human Capital - Max Estates Limited	20,540	15.48
Mr. Dharmendra Kumar Srivastava	Deputy General Manager Operations - Max Assets Services Limited	17,498	13.18
Mr. Manish Gosain	Senior Manager CRM - Max Assets Services Limited	7,288	5.49
Mr. Yamin Ali Chaudhary	Senior General Manager Projects - Max Square Ltd.	25,271	19.04
Ms. Kanika Soni	Head Growth Residential - Max Estates Ltd.	12,679	9.55

- c) identified employees who were granted option during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant.

Nil

- vi. **A description of the method and significant assumptions used during the year to estimate the fair value of options including the following information:**

	Grant Type I	Grant Type II	Grant Type III	Grant Type ____
The weighted-average values of share price (₹)	67.15	67.15	22.81	47.06
Exercise price (₹)	66.40	66.40	12.90	32.27
Expected volatility	42.32%	42.32%	46.58%	50.63%- 47.04% depending on tenor
Expected option life	3.50 years	4.00 years	4.5 years	4.5 years

	Grant Type I	Grant Type II	Grant Type III	Grant Type ____
Expected dividends	0%	0%	0%	0%
Risk-free interest rate	7.04%	7.13%	5.39%	4.40% to 5.65% depending on tenor
Any other inputs to the model	Nil	Nil	Nil	Nil
The method used and the assumptions made to incorporate the effects of expected early exercise	Black-Scholes option pricing Model			
How expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility	The measure of volatility used in option pricing models is the annualized standard deviation of the continuously compounded rates of return on the share over a period of time.			
Whether and how any other features of the option grant were incorporated into the measurement of fair value, such as a market condition	Through volatility and risk free rate			

Note:

Employee Phantom Scheme of the Company

Pursuant to the 'Employee Phantom Scheme 2017' ("EPS"), approved by your Board on February 17, 2017, the eligible employees of our Company were granted notional stock appreciation right units at a predetermined grant price. Such eligible employees were to receive cash payment for appreciation in the share price over the grant price for the awarded notional unit, based on the performance criteria achieved by your Company. Certain Key Management Personnel were granted 1,72,761 units as per the EPS out of which 1,44,333 units are unvested and 28,428 units are vested.

Further, pursuant to the approval of Nomination & Remuneration Committee, in its meeting held on March 23, 2018, certain Key Management Personnel were granted 1,93,570 units under ESOP 2016 effective April 1, 2018 under which, all unvested units i.e. 1,44,333 units under EPS stand converted into ESOP grants. Thus, status of vested units i.e. 28,428 units under EPS remains unchanged.

The details of stock options granted to employee(s) of the Company on April 01, 2018 are as follows:

Name of the Employee	No. of Options in the Company	Exercise price per option for per equity share of ₹ 10/- each	Original Vesting Schedule	Outstanding Grants as on March 31, 2022
Mr. Rohit Rajput	1,10,205	₹ 66.40/-	55,102 options on April 01, 2019	Nil
			55,103 options on April 01, 2020	Nil
Mr. Nitin Kumar Kansal	83,365	₹ 66.40/-	27,788 options on April 01, 2019	Nil
			27,788 options on April 01, 2020	Nil
			27,789 options on April 01, 2021	Nil

On behalf of the Board of Directors
Max Ventures and Industries Limited

Date: May 16, 2022
Place: New Delhi

Sahil Vachani
Managing Director and CEO
DIN: 00761695

Dinesh Kumar Mittal
Independent Director
DIN: 00040000

DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 15(1) OF THE COMPANIES (APPOINTMENT OF MANAGERIAL PERSONNEL) RULES, 2014.

- (a) **Ratio of remuneration of each Director to the median remuneration of all employees of the Company for the financial year:**

Director	Ratio to median remuneration
Mr. Sahil Vachani, Managing Director & CEO	8.9

- (b) **The percentage increase in remuneration of each Director, Chief Executive Officer, Chief Financial Officer, Company Secretary or Manager, if any, in the financial year:**

Name of Person	% Increase in remuneration
Mr. Analjit Singh, Non-Executive Chairman	Not Applicable*
Mr. Sahil Vachani, Managing Director & CEO	72.76%
Mr. Nitin Kumar Kansal, Chief Financial Officer	101.3%
Mr. Saket Gupta, Company Secretary	57.50%

* The Company has paid annual compensation of Rs.1,50,00,000/- (Rupees One Crore Fifty Lakh Only) to Mr. Analjit Singh, Non-Executive Chairman of the Company for the financial year 2021-22 and as the Company has not paid any compensation to Mr. Analjit Singh for financial year 2020-21, % increase is not applicable.

Note: % increase in remuneration refers to increase in fixed salary as per the appraisal process.

- (c) **The percentage increase in the median remuneration of employees in the financial year:**

65%

- (d) **The number of permanent employees on the rolls of the Company:**

09

- (e) **Average percentile increase already made in the salaries in the employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration**

65.20%

Further, as the Company was not having any employees other than the managerial personnel, the average percentile increase in salaries for such employees is not applicable. There were no exceptional circumstances for increase in the managerial remuneration.

- (f) The Company confirms that remuneration paid during FY 2022, is as per the Remuneration Policy of the Company.

STATEMENT OF PARTICULARS OF EMPLOYEES PURSUANT TO PROVISIONS OF SECTION 197(12) OF THE COMPANIES ACT 2013 READ WITH COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

Details of top 10 employees in terms of remuneration drawn, including:

- A. **Employees who were employed throughout the year and were in receipt of remuneration of not less than ₹1,02,00,000/-:**

Sl. No	Name	Designation	Age (Yrs.)	Remuneration (₹)	Qualification	Exp. (Years)	Date of employment	Last Employment
1.	Mr. Sahil Vachani	Managing Director and CEO	39	5,62,12,994	B.Sc. (Management Sciences)	19	15-Jan-16	Siva Reality Ventures Pvt. Ltd.
2.	Mr. Rishi Raj	Chief Operating Officer	45	2,11,82,959	Post Graduate Programme in Management	22	01-Apr-19	Max India Limited
3.	Mr. Rohit Rajput	Chief Executive Officer, MASL	44	1,67,11,698	Post Graduate Programme in Management, B.E. (Mechanical)	20	13-Oct-16	Hay Group
4.	Mr. Nitin Kumar	Chief Financial Officer	46	1,63,33,224	Chartered Accountant	21	15-Jan-16	Max India Limited

* Company Leased Accommodation up to ₹ 60,00,000/- (Rupees Sixty Lakh) per annum over and above the current compensation. This is a benefit in kind and not in cash and is effective April 1, 2020. Company's Leased Accommodation Perquisite is added in the remuneration.

Employees employed for a part of the financial year and were in receipt of remuneration of not less than ₹8,50,000/- per month : Nil

B. Other employees:

Name	Designation	Age (Yrs.)	Remuneration (₹)	Qualification	Exp. (Years)	Date of employment	Last Employment
Ms. Shruti Batish	Deputy General Manager	37	71,27,432	Master's in Business Law, LLB	13	01-Apr-16	Siva Reality
Mr. Archit Goyal	Deputy General Manager	33	54,42,005	Master's in Business Finance, CA, B.Com. (Hons.)	11	22-Sep-17	Healthfore Technologies Limited
Mr. Saket Gupta*	Deputy General Manager – Secretarial	37	39,70,763	B. Com , CS & LLB	15	01-Apr-19	Max Ventures Investment Holdings Private Limited
Mr. Akshay Kumar Bhardwaj**	Deputy General Manager – External Affairs	38	34,97,284	Master's in International Finance, B.E.	15	18-Jul-16	EFS Facilities Services India Pvt. Ltd.
Mr. Akshay Lall	Manager – Digital & Cros-functional initiatives	25	22,14,297	Bachelor of Arts , New York University	3.10	02-Jul-18	Not Applicable
Mr. Manvendra Singh Gurjar	Senior Manager – Government Relations	38	18,98,120	LLB, B.Sc. (Zoology)	13	03-Jul-17	Essence of Nature

*Ceased to be an employee w.e.f. January 31, 2022.

**Ceased to be an employee w.e.f. November 22, 2021.

Notes:

1. Remuneration comprises of salary, allowances, value of rent-free accommodation, bonus, medical expenses, leave travel assistance, personal accident and health insurance, company's contribution to provident fund, pension, gratuity and superannuation fund, leave encashment and value of perquisites.
2. None of the employees mentioned above is related to any Director of the Company, except Mr. Sahil Vachani, who is a relative of Mr. Aniljit Singh.
3. During FY 2022 some of the KMP's and employees have received on time Bonus payout and have also exercised the stock options granted to them.
4. All appointments are contractual on rolls of the Company and in accordance with the terms and conditions as per Company Rules / Policies.
5. During FY 2022, no employee was in receipt of remuneration in excess of the Managing Director and CEO of the Company and held himself/herself or along with his/her spouse and dependent children 2% or more of the equity share of the Company.

On behalf of the Board of Directors
Max Ventures and Industries Limited

Date: May 16, 2022
Place: New Delhi

Sahil Vachani
Managing Director and CEO
DIN: 00761695

Dinesh Kumar Mittal
Independent Director
DIN: 00040000

SECRETARIAL AUDIT REPORTFOR THE FINANCIAL YEAR ENDED 31st MARCH, 2022

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members

Max Ventures and Industries Limited

(L85100PB2015PLC039204)

419, Bhai Mohan Singh Nagar,

Village Railmajra, Tehsil Balachaur,

NawanShehar, Punjab-144533

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Max Ventures and Industries Limited** (hereinafter called 'the Company'), which is a listed Company. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion hereon.

We report that-

- a) Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
- b) We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed, provide a reasonable basis for our opinion.
- c) We have not verified the correctness and appropriateness of the financial statements of the Company.
- d) Wherever required, we have obtained the Management representation about the compliances of laws, rules and regulations and happening of events etc.
- e) The compliance of the provisions of the corporate and other applicable laws, rules, regulations and standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
- f) The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.
- g) The auditor adhered to best professional standards and practices as could be possible while carrying out audit during the lock-down conditions due to Covid-19. The Company made due efforts to make available the relevant records and documents which were verified through online means to conduct and complete the audit in the aforesaid lock-down conditions.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2022 ("Audit Period") complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the Audit Period according to the provisions of:

- (i) The Companies Act, 2013 ('the Act') and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings, where applicable;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018{Not applicable during the audit period};
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021{not applicable during the audit period};
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 {not applicable during the audit period};
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 {not applicable during the audit period};
 - (i) The Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015;
- (vi) The Company is primarily having investments in various subsidiaries and is engaged in growing and nurturing and providing shared services to group companies. As informed by the Management, there is no sector specific law applicable to the Company.

We have also examined compliance with the applicable clauses of the Secretarial Standard on Meetings of the Board of Directors and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India which has been generally complied with.

We report that the Company has complied with the provisions of the Act, Rules, Regulations, Standards and Guidelines, to the extent applicable, as mentioned above during the Audit Period.

We further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and woman director. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice was given to all directors to schedule the Board Meetings, Agenda and detailed notes on agenda were sent in advance of the meeting and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting for meaningful participation at the meeting.

Board decisions are carried out with requisite majority and therefore, no dissenting views were required to be captured and recorded as part of the minutes.

MAX VENTURES AND INDUSTRIES LIMITED

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We report further that during the audit period, the members of the Company through postal ballot (result declared on December 16, 2021) passed a special resolution under Section 180(1)(a) and other applicable provisions of Companies Act, 2013 for sale/ disposal/ divestment of the entire 51% of the paid up equity share capital held by the Company in Max Specialty Films Limited, a material unlisted subsidiary of the Company, in two separate tranches, to Toppan Inc., a company incorporated under the laws of Japan.

For **Sanjay Grover & Associates**
Company Secretaries
Firm Registration No.: P2001DE052900

Devesh Kumar Vasisht
Partner
CP No.: 13700 / Mem. No. F8488
UDIN: F008488D000325631

Place: New Delhi
Date: May 16, 2022

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES**1. Brief outline on CSR Policy of the Company**

The Board of Directors has adopted a CSR Policy as recommended by the CSR Committee, which comprises of the Vision and Mission Statement, philosophy and objectives. The CSR Policy is available on the website of the Company at <https://maxvil.com/shareholder-information/>.

Under the said policy, the Company had proposed to undertake or contribute for the activities relating to community development, promotion of healthcare and education etc.

2. Composition of the CSR Committee

During FY 2022, the Board of Directors of the Company in its meeting held on June 11, 2021 has dissolved the Corporate Social Responsibility Committee and role of the Corporate Social Responsibility Committee is being discharged by the Board of Directors effective that date.

3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the Board are disclosed on the website of the company

<https://www.maxvil.com/shareholder-information/>.

4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report)

Not applicable

5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any - Nil

Not applicable

6. Average net profit of the Company as per section 135(5)

₹ 1,326.11 Lakh

7. CSR Obligation of the Company

(a)	Two percent of average net profit of the company as per section 135(5)	:	₹26.52 Lakh
(b)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years	:	Nil
(c)	Amount required to be set off for the financial year, if any	:	Nil
(d)	Total CSR obligation for the financial year (7a+7b-7c)	:	₹ 26.52 Lakh

8. (a) CSR amount spent or unspent for the financial year

Total Amount Spent for the Financial Year. (in ₹ Lakh)	Amount Unspent (in ₹)				
	Total Amount transferred to Unspent CSR Account as per section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
39.93	Nil	Nil	Nil	Nil	Nil

(b) Details of CSR amount spent against ongoing projects for the financial year

(1) Sl. No.	(2) Name of the Project	(3) Item from the list of activities in Schedule VII to the Act	(4) Local area (Yes/No)	(5) Location of the project		(6) Project duration	(7) Amount allocated for the project (in ₹)	(8) Amount spent in the current financial Year (in ₹)	(9) Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in ₹)	(10) Mode of Implementation - Direct (Yes/No)	(11) Mode of Implementation - Through Implementing Agency	
				State	District						Name	CSR Registration number

NIL

(c) Details of CSR amount spent against other than ongoing projects for the financial year

(1) Sl. No.	(2) Name of the Project	(3) Item from the list of activities in Schedule VII to the Act	(4) Local area (Yes/No)	(5) Location of the project		(6) Amount spent for the project (in ₹)	(7) Mode of implementation - Direct (Yes/No)	(8) Mode of Implementation - Through Implementing Agency	
				State	District			Name	CSR Registration number

The aforesaid amount includes amounts contributed by the Company during FY 2022.

(d) Amount spent in Administrative Overheads - Nil

(e) Amount spent on Impact Assessment, if applicable

Not Applicable

(f) Total amount spent for the Financial Year (8b+8c+8d+8e) – ₹ 39.93 Lakh

(g) Excess amount for set off, if any

Sl. No.	Particular	Amount (in ₹ Lakh)
(i)	Two percent of average net profit of the company as per section 135(5)	26.52
(ii)	Total amount spent for the Financial Year	39.93
(iii)	Excess amount spent for the financial year [(ii)-(i)]	13.41
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Nil

9. (a) Details of Unspent CSR amount for the preceding three financial years -

Sl. No.	Preceding Financial Year.	Amount transferred to Unspent CSR Account under section 135 (6) (in ₹)	Amount spent in the reporting Financial Year (in ₹)	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any.			Amount remaining to be spent in succeeding financial years. (in ₹)
				Name of the Fund	Amount (in ₹)	Date of transfer	
1	2018-19	Nil	Nil	N.A.	Nil	N.A.	Nil
2	2019-20	Nil	Nil	N.A.	Nil	N.A.	Nil
3	2020-21	Nil	Nil	N.A.	Nil	N.A.	Nil
	Total	Nil	Nil	N.A.	Nil	N.A.	Nil

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s)

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Sl. No.	Project ID	Name of the Project	Financial Year in which the project was commenced	Project duration	Total amount allocated for the project (in ₹)	Amount spent on the project in the reporting Financial Year (in ₹)	Cumulative amount spent at the end of reporting Financial Year. (in ₹)	Status of the project - Completed / Ongoing

NIL

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year

Asset-wise details	Date of creation or acquisition of the capital asset(s)	Amount of CSR spent for creation or acquisition of capital asset	Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.	Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset)
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NONE

11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5)

Not Applicable

On behalf of the Board of Directors
Max Ventures and Industries Limited

Date: May 16, 2022
 Place: New Delhi

Sahil Vachani
 Managing Director and CEO
 DIN: 00761695

Dinesh Kumar Mittal
 Independent Director
 DIN: 00040000

BUSINESS RESPONSIBILITY REPORT

SECTION A: GENERAL INFORMATION ABOUT THE COMPANY

- Corporate Identity Number (CIN) of the Company:**
L85100PB2015PLC039204
- Name of the Company:** Max Ventures and Industries Limited
- Registered address:** 419, Bhai Mohan Singh Nagar, Village Railmajra, Tehsil Balachaur, District Nawanshahr, Punjab – 144533
- Website:** www.maxvil.com
- E-mail id:** secretarial@maxvil.com
- Financial Year reported:** FY 2021-22
- Sector(s) that the Company is engaged in (industrial activity code-wise):**

S. No.	Name and Description of main products/ services	NIC code of the product/ services
1	Shared Services	70200- Management consultancy activities
2	Investing in Subsidiaries	64200- Activities of holding companies

- List three key products/services that the Company manufactures/provides (as in balance sheet):**
 - Management Consultancy Services
 - Investing in Subsidiaries
- Total number of locations where business activity is undertaken by the Company:**

The Company operates from its Corporate Office at Noida.

10. Markets served by the Company:

Being a Holding Company, the Company is having investments in various subsidiaries and primarily engaged in growing and nurturing these business investments and providing management consultancy/ shared services to group companies in India only.

SECTION B: FINANCIAL DETAILS OF THE COMPANY

- Paid-up capital:** ₹ 14,694.66 Lakh

- Total turnover (Total income):** ₹ 50823.95 Lakh
- Total profit/(Loss) after tax (PAT):** ₹ 38345.50 Lakh
- Total spending on CSR as percentage of profit after tax:** ₹ 23.95 Lakh, being 2% of Average net profits of the Company under section 198 of the Companies Act, 2013 for last three financial years.
- List of the activities in which expenditure in 4 above has been incurred:** Please refer Annexure-5 of Board's Report.

SECTION C: OTHER DETAILS

- Does the Company have any Subsidiary Company/ Companies?**

Yes

- Do the Subsidiary Company/Companies participate in the BR initiatives of the Parent Company? If yes, then indicate the number of such Subsidiary Company(s)**

The Company encourages all its operating subsidiaries to follow similar practices for Corporate Governance as the Parent Company does.

- Do any other entity/entities (e.g., suppliers, distributors, etc.) that the Company does business with, participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity/entities [Less than 30%, 30-60%, More than 60%]:**

No

SECTION D: BR INFORMATION

- Details of Director(s) responsible for BR:**

DIN: 00761695

Name: Mr. Sahil Vachani

Designation: Managing Director & CEO

- Details of the BR head:**

Name: Mr. Sahil Vachani

Designation: Managing Director & CEO

Telephone number: (0120) 4743222

Email ID: secretarial@maxvil.com

3. **Principle-wise BR policy/policies:** Included in this report.
4. **Governance related to BR:** Included in this report.

Preface

The Company, being a Holding Company, is having investments in various subsidiaries and primarily engaged in growing and nurturing these business investments and providing shared services/ management consultancy services to group companies.

Max India Foundation, a CSR arm of the Max Group has been responsible to implement the CSR programmes of the Company and focuses on healthcare, sanitation, safe drinking water, environment protection, financial literacy & insurance awareness and village adoption. It is committed to attaining the highest standards of service in protecting and enhancing the financial future of its customers by adhering to a set of values that is shared across the Group – Sevabhab (spirit of service), Excellence and Credibility.

SECTION E: PRINCIPLE-WISE PERFORMANCE

Principle 1 - Businesses should conduct and govern themselves with Ethics, Transparency and Accountability

1. **Does the policy relating to ethics, bribery and corruption cover only the Company? Yes/ No. Does it extend to the Group/Joint Ventures/ Suppliers/ Contractors/NGOs /Others?**

The Company has developed its Code of Conduct, Whistle Blower Policy and Anti Bribery Policy. These policies are available at corporate website of the Company i.e. www.maxvil.com. The Company also encourages its subsidiaries to follow these policies.

2. **How many stakeholder complaints have been received in the past financial year and what percentage was satisfactorily resolved by the management?**

There were no stakeholder complaints received in the reporting period with regard to ethics, bribery and corruption. During the Financial Year ended March 31, 2022, 1 (one) complaint / query was received by the Company from the shareholders, which was general in nature, the same has been since responded.

Principle 2 - Businesses should provide goods and services that are safe and contribute to sustainability throughout

their life cycle

1. **List up to 3 of your products or services whose design has incorporated social or environmental concerns, risks and/or opportunities.**

As explained above, the Company is not carrying out any manufacturing operations. The Company is having investments in various subsidiaries and primarily engaged in growing and nurturing these business investments and providing Management Consultancy Services to its group companies.

The Company endeavours to contribute to sustainability and conservation of resources in all possible manners. All Board level meetings have been made paperless. The agenda and other background papers for meetings of Board and committees thereof have been accessed electronically by directors through a secured IT Platform. Regular efforts are made to conserve the energy through various means such as use of low energy consuming lightings etc.

2. **For each such product, provide the following details in respect of resource use (energy, water, raw material etc.) per unit of product(optional):**

- Reduction during sourcing/production/ distribution achieved since the previous year throughout the value chain? Not applicable
- Reduction during usage by consumers (energy, water) has been achieved since the previous year? Not applicable

3. **Does the Company have procedures in place for sustainable sourcing (including transportation)? If yes, what percentage of your inputs was sourced sustainably?**

The Company, being a holding Company, is relatively less resource intensive in terms of material inputs. Our major material requirements are office, communications and IT related equipment. Despite the limited scope of our procurement needs, we continue to take initiatives to ensure responsible sourcing in all respects. We have a Code of Conduct for our senior employees and business associates, which outlines our expectations from them and ethical business practices. Therefore, it is not possible to ascertain the percentage of inputs that are sourced sustainably.

4. **Has the Company taken any steps to procure goods and services from local & small producers, including communities surrounding their place of work? If yes, what steps have been taken to improve their capacity and capability of local and small vendors?**

Yes - Materials pertaining to office stationary, IT consumables are purchased from local vendors. The Company, from time-to-time takes initiatives for upgrading skills of housekeeping and security staff.

5. **Does the Company have a mechanism to recycle products and waste? If yes what is the percentage of recycling of products and waste (as <5%, 5-10%, >10%).**

Used batteries are regularly given to authorised vendors for recycling in exchange of new batteries. Further, metal scrap is sold to our empanelled scrap dealers at best competitive quotes. It is difficult to arrive at %age of recycle products and wastes.

Principle 3 - Businesses should promote the wellbeing of all employees

- Please indicate the total number of employees:**
09 Permanent Employees as on March 31, 2022.
- Please indicate the total number of employees hired on temporary / contractual / casual basis:**
No Employees on Fixed Term Contract and Retainer / Consultant as on March 31, 2022
- Please indicate the number of permanent women employees:**
01 Permanent Female Employees as on March 31, 2022
- Please indicate the number of permanent employees with disabilities:** NIL
- Do you have an employee association that is recognised by management?** No
- What percentage of your permanent employees is members of this recognized employee association?**
Not Applicable
- Please indicate the number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the last financial year and pending, as on the end of the financial year:** Nil

8. **What percentage of your under mentioned employees were given safety & skill up-gradation training in the last year?**

- Permanent Employees:** Approximately 100% employees participated in Online Training Sessions, Conference and Seminars.
- Permanent Women Employees:** There is only one female employee who participated in Online Training Sessions, Conference and Seminars.
- Employees with Disabilities:** Not Applicable

Principle 4 - Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized

1. **Has the Company mapped its internal and external stakeholders?**

Yes. Employees and the Board of Directors are the internal stakeholder group while Subsidiaries, shareholders, investors, regulators, vendors and the community in the vicinity of our projects are primarily the external stakeholder groups of the Company.

2. **Out of the above, has the Company identified the disadvantaged, vulnerable & marginalized stakeholders?**

Yes

3. **Are there any special initiatives taken by the Company to engage with the disadvantaged, vulnerable and marginalized stakeholders?**

Yes, the Company regularly undertakes initiatives to engage with its internal and external stakeholders. The Company has processes in place to ensure upholding of the rights of its employees and protect them against any form of discrimination. Regular learning and development activities are being carried out for employees for their skill enhancement. The Company also has robust mechanisms in place which ensures full, fair, accurate, timely and understandable disclosures to all our Shareholders and investors.

Principle 5 - Businesses should respect and promote human rights

1. **Does the policy of the Company on human rights cover only the Company or extend to the Group/ Joint**

Ventures/ Suppliers/ Contractors/ NGOs/ Others?

The Company ensures that all its policies are complied with as per conventionally understood provisions of human rights. The Company policies such as whistle blower policy and prevention against sexual harassment of women at workplace are extended to all across the Group. We encourage our vendors and business associates to follow similar policies. There is no discrimination whatsoever in the Company on the basis of cast, creed, race, gender, religion or physical handicap.

2. How many stakeholder complaints have been received in the past financial year and what percent was satisfactorily resolved by the management?

The Company has not received any complaints from any stakeholder pertaining to human rights.

Principle 6 - Business should respect, protect, and make efforts to restore the environment

1. Does the policy relate to Principle 6 cover only the Company or extends to the Group/Joint Ventures/Suppliers/Contractors/NGOs/others?

The Company is committed to conduct its business in a manner that protects the natural environment. Being a Holding Company with no manufacturing operations, the Company doesn't have any adverse impact on environment.

2. Does the Company have strategies/ initiatives to address global environmental issues such as climate change, global warming, etc.? Y/N. If yes, please give hyperlink for webpage etc.

As stated above, the Company is not carrying out any manufacturing operations and therefore, it doesn't have any significant direct environmental impacts. However, regular efforts are made to conserve the energy through various means.

3. Does the Company identify and assess potential environmental risks? Y/N

Not Applicable for the reason stated in point no. 1 above.

4. Does the Company have any project related to Clean Development Mechanism? If Yes, whether any environmental compliance report is filed?

Not Applicable for the reason stated in point no. 1 above.

5. Has the Company undertaken any other initiatives on – clean technology, energy efficiency, renewable energy, etc.? Y/N. If yes, please give hyperlink for web page etc.

As stated in point no. 2 above.

6. Are the Emissions / Waste generated by the Company within the permissible limits given by CPCB / SPCB for the financial year being reported?

Not Applicable

7. Number of show cause / legal notices received from CPCB / SPCB which are pending (i.e. not resolved to satisfaction) as on end of Financial Year.

Nil

Principle 7 - Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner

1. Is your Company a member of any trade and chamber or association? If yes, name only those major ones that your business deals with

Confederation of Indian Industry (CII).

2. Have you advocated / lobbied through above associations for the advancement or improvement of public good? Yes / No; if yes specify the broad areas (drop box: Governance and Administration, Economic Reforms, Inclusive Development Policies, Energy security, Water, Food Security, Sustainable Business Principles, Others)

We do not engage in lobbying activities but actively participate in forums that impact the interest of stakeholders in general in the broad areas of governance, sustainable business development, taxes, etc.

Principle 8 - Businesses should support inclusive growth and equitable development

1) Does the Company have specified programs / initiatives / projects in pursuit of the policy related to Principle 8? If yes details thereof.

CSR work of the Company primarily focuses on creating social inclusion and equitable development in the communities in the vicinity of Max Group Companies.

2) Are the programs / projects undertaken through in-house team / own foundation / external NGO/ government structures/any other organization?

The programs are implemented through Max India Foundation, a CSR arm of the Max Group.

3) Have you done any impact assessment of your initiative? No

4) What is your Company's direct contribution to community development projects- Amount in INR and the details of the projects undertaken?

The details forms part of the report on Corporate Social Responsibility (CSR) Activities enclosed as Annexure- 6 to the Board's Report.

5) Have you taken steps to ensure that this Community Development initiative is successfully adopted by the community? Please explain in 50 words, or so.

The Community development initiatives of the Company have been explained in detail in the Business Responsibility review section of Annual Report.

Principle 9 - Businesses should engage with and provide value to their customers and consumers in a responsible manner

Being a Holding Company, the Company is having investments in various subsidiary Companies and primarily engaged in growing and nurturing these business investments and providing management consultancy services to group companies and therefore, the Company does not have customers or consumers under the scope of this BRR.

- 1. What percentage of Customer complaints/ consumer cases are pending as on the end of financial year? Nil**
- 2. Does the Company display product information on the product label, over and above what is mandated as per local laws? Yes / No / N.A. / Remarks (additional information): N.A.**
- 3. Is there any case filed by any stakeholder against the Company regarding unfair trade practices, irresponsible advertising and/or anticompetitive behaviour during the last five years and pending as on end of financial year? Nil**
- 4. Did your Company carry out any consumer survey / consumer satisfaction trends? Not required as the Company does not have any consumer base.**

On behalf of the Board of Directors
Max Ventures and Industries Limited

Date: May 16, 2022
Place: New Delhi

Sahil Vachani
Managing Director and CEO
DIN: 00761695

Dinesh Kumar Mittal
Independent Director
DIN: 00040000



**SECRETARIAL
AUDIT REPORT OF
UNLISTED MATERIAL
SUBSIDIARIES**



Form No. MR-3
SECRETARIAL AUDIT REPORT

(For the Financial Year ended 31st March, 2022)

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies
 (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members

MAX TOWERS PRIVATE LIMITED

Max Towers, L-12, C- 001/A/1,

Sector- 16B, Noida, Gautam Buddha Nagar,

U.P.-201301

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **MAX TOWERS PRIVATE LIMITED (formerly known as Wise Zone Builders Private Limited)** (hereinafter called "**the Company**" or "**MTPL**"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts /statutory compliances and expressing our opinion thereon.

Based on our verification of books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, We hereby report that in our opinion, the Company has, during the audit period covering the Financial Year ended on 31st March, 2022, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1. We have examined the books, papers, minute books, forms and returns filed and other records maintained by Company for the financial year ended on 31st March, 2022 according to the provisions of:
 - I. The Companies Act, 2013 (the Act) and the Rules made thereunder;
 - II. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder **(Not Applicable to the Company as the shares of the Company are not listed on any stock exchange);**
 - III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
 - IV. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the

extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings **(Not Applicable to the Company during the Audit period);**

- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') :-(**Not Applicable to the Company as the shares of the Company are not listed on any stock exchange**)
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client to the extent applicable;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
 - (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- VI. We, based upon the Management Representation, further report that there are adequate systems and Processes in the Company commensurate with the

size and operations of the Company to monitor and ensure compliance with the following pertinent laws, rules, regulations and guidelines as specifically applicable to the Company and Other Applicable Laws on the basis of received from the management:

- a) The Real Estate (Regulation and Development) Act, 2016 and rules of the state(s) where project were being undertaken;
- b) Transfer of Property Act, 1882;
- c) The Building and Other Construction Workers (Regulation of Employment & Conditions of Service) Act, 1996.
- d) Indian Stamp Act, 1899.

We have also examined compliance with the applicable clauses of:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India (ICSI) with regard to Board Meeting and General Meeting.

During the period under review, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above. We further report that compliance of applicable financial laws including Direct and Indirect Tax laws by the Company has not been reviewed in this Audit as same are subject to review by the Statutory Auditors and other designated professionals.

2. We further report that:

- a. The Board of Directors of the Company is duly

constituted with proper balance of Executive Directors and Non-Executive Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

- b. Adequate notice was given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- c. Board decisions are carried out with unanimous consent and therefore, no dissenting views were required to be captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

This report is to be read with our letter of even date which is annexed as Annexure and forms integral part of this report.

For **Raghav Bansal & Associates**

Raghav Bansal

Practicing Company Secretary

M.No : 38864

CP.No : 14869

UDIN: A038864D000320266

Place: Delhi

Date: 13.05.2022

**ANNEXURE TO SECRETARIAL AUDIT REPORT OF
MAX TOWERS PRIVATE LIMITED FOR FINANCIAL YEAR ENDED 31ST MARCH, 2022**

To,

The Members

Max Towers Private Limited

Max Towers, L-12, C- 001/A/1,

Sector- 16B, Noida,

Gautam Buddha Nagar, U.P.-201301

Management Responsibility for Compliances

1. The maintenance and compliance of the provisions of Corporate and other applicable laws, rules, regulations, secretarial standards are the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the process and practices we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **Raghav Bansal & Associates**

Raghav Bansal

Practicing Company Secretary

M.No : 38864

CP.No : 14869

UDIN: A038864D000320266

Place: Delhi

Date: 13-05-2022



FINANCIAL REVIEW

**Standalone
Financial
Statements**



INDEPENDENT AUDITOR'S REPORT

To the Members of Max Ventures and Industries Limited

Report on the Audit of the Standalone Ind AS Financial Statements

Opinion

We have audited the accompanying standalone Ind AS financial statements of Max Ventures and Industries Limited ("the Company"), which comprise the Balance sheet as at March 31, 2022, the Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the standalone Ind AS financial statements, including a summary of significant accounting policies.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2022, its profit including other comprehensive income its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone Ind AS financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the standalone Ind AS financial statements' section of our report. We are independent of the Company in accordance with the 'Code of

Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone Ind AS financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone Ind AS financial statements for the financial year ended March 31, 2022. These matters were addressed in the context of our audit of the standalone Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the standalone Ind AS financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the standalone Ind AS financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying standalone Ind AS financial statements.

Key audit matters	How our audit addressed the key audit matter
Impairment assessment of investments in subsidiaries and amounts recoverable from subsidiaries (as described in note 5 and 9 of the standalone Ind AS financial statements)	
<p>The Company has significant investments in and other recoverable from subsidiaries. As at March 31, 2022, the carrying value of Company's investment in subsidiaries amount to ₹ 82,017.31 Lakh and other recoverable amounting to ₹ 3,975.76 Lakh.</p> <p>The management assesses the existence of impairment indicators for its investment in and other recoverable from subsidiaries, and if impairment indicator exists, these investments are subject to an impairment test.</p> <p>Impairment indicators were identified by the management with respect to investments in certain subsidiaries. As a result, an impairment assessment was required to be performed by the Company by comparing the carrying value of these investments to their recoverable amount to determine whether an impairment loss was required to be recognised.</p> <p>For the purpose of the above impairment testing and other balances, recoverable amount has been determined by reference to the underlying expected cash flows from the underlying projects being undertaken by these subsidiaries.</p> <p>The determination of the recoverable amount of these investments in and other recoverable from subsidiaries involved significant judgments due to inherent uncertainty in the assumptions supporting the recoverable amount of these investments.</p> <p>Considering, that impairment assessment involves key assumptions and significant judgement, the same has been considered as key audit matter.</p>	<p>Our audit procedures related to this key audit matter included, amongst others:</p> <ul style="list-style-type: none"> We assessed the compliance of Company's accounting policies for impairment of assets with Ind AS 36 'Impairment of Assets' and Ind AS 109 'Financial Instruments'. We understood, evaluated and tested the operating effectiveness of internal controls implemented by the Company relating to identification of impairment indicators (such as negative net worth) and determination of recoverable amount of investments in and other recoverable from subsidiaries. We assessed the impact of third wave of COVID-19 pandemic based on current economic and market conditions on management impairment assessment for its investments in subsidiaries and other recoverable. We assessed prospective financial information included in the long-term plans of such investments and long-term growth rates and discount rates. We also evaluated potential changes in key drivers such as recent sale transactions of subsidiaries with buyers, to evaluate whether the inputs and assumptions used were suitable. We compared the recoverable amount of the investment and other recoverable to the carrying value in books. We assessed the disclosures made in the financial statements regarding such investment and other recoverable.

Other Information

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report, but does not include the standalone Ind AS financial statements and our auditor's report thereon.

Our opinion on the standalone Ind AS financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this

other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management for the Standalone Ind AS financial statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for

preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone Ind AS financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Ind AS financial statements

Our objectives are to obtain reasonable assurance about whether the standalone Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone Ind AS financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional

omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3) (i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone Ind AS financial statements, including the disclosures, and whether the standalone Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with

governance, we determine those matters that were of most significance in the audit of the standalone Ind AS financial statements for the financial year ended March 31, 2022 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure 1" a statement on the matters specified in paragraphs 3 and 4 of the Order.

2. As required by Section 143(3) of the Act, we report that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books ;
- (c) The Balance Sheet, the Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;
- (d) In our opinion, the aforesaid standalone Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;
- (e) On the basis of the written representations received from the directors as on March 31, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2022 from being appointed as a director in terms of Section 164 (2) of the Act;
- (f) With respect to the adequacy of the internal financial controls with reference to standalone Ind AS financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2"

to this report;

(g) In our opinion, the managerial remuneration for the year ended March 31, 2022 has been paid / provided by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act;

(h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:

i. The Company has disclosed the impact of pending litigations on its financial position in its standalone Ind AS financial statements – Refer Note 27 to the standalone Ind AS financial statements;

ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;

iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

iv. a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person or entity, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

b) The management has represented that, to the best of its knowledge and belief, no funds have been received by the company from any person or entity, including foreign entities ("Funding Parties"), with

the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

- c) Based on such audit procedures that were considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.

- v. No dividend has been declared or paid during the year by the Company.

For **S.R. Batliboi & Co. LLP**

Chartered Accountants

ICAI Firm Registration Number: 301003E/E300005

per Pravin Tulsyan

Partner

Membership Number: 108044

UDIN: 22108044AJBPEW6038

Place of Signature: Gurugram

Date: 16 May 2022

Annexure '1' referred to in paragraph 1 under the heading "Report on other legal and regulatory requirements" of our report of even date**Re: Max Ventures and Industries Limited ("the Company")**

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment.
- (i) (a) (B) The Company has maintained proper records showing full particulars of intangible assets.
- (i) (b) Property, Plant and Equipment have been physically verified by the management during the year and no material discrepancies were identified on such verification.
- (i) (c) There is no immovable property (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee), held by the Company and accordingly, the requirement to report on clause 3(i)(c) of the Order is not applicable to the Company.

- (i) (d) The Company has not revalued its Property, Plant and Equipment (including Right of use assets) or intangible assets during the year ended March 31, 2022.
- (i) (e) There are no proceedings initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- (ii) (a) The Company's business does not require maintenance of inventories and, accordingly, the requirement to report on clause 3(ii)(a) of the Order is not applicable to the Company.
- (ii) (b) The Company has not been sanctioned working capital limits in excess of Rs. five crore in aggregate from banks or financial institutions during any point of time of the year on the basis of security of current assets. Accordingly, the requirement to report on clause 3(ii)(b) of the Order is not applicable to the Company.
- (iii) (a) During the year the Company has provided loans, advances in the nature of loans, stood guarantee and provided security to companies or any other parties as follows:

Particulars	Guarantees	Security	Loans	(in ₹ Lakh)
				Advances in nature of loans
Aggregate amount granted/ provided during the year				
- Subsidiaries	4,500.00	-	1,874.20	-
- Any other parties	42,200.00	-	-	-
Balance outstanding as at balance sheet date in respect of				
- Subsidiaries	3,793.64	-	3,975.96	-
- Any other parties	21,583.51	-	-	-

- (iii) (b) During the year the investments made, guarantees provided, security given and the terms and conditions of the grant of all loans and advances in the nature of loans and guarantees to companies or any other parties are not prejudicial to the Company's interest.
- (iii) (c) In respect of loans and advances in the nature of loans granted to companies or any other parties, the loans are repayable on demand and no such loan has been demanded for repayment during the year.

- (iii) (d) There are no amounts of loans and advances in the nature of loans granted to companies, limited liability partnerships or any other parties which are overdue for more than ninety days.
- (iii) (e) There were no loans or advance in the nature of loan granted to companies or any other parties which was fallen due during the year, that have been renewed or extended or fresh loans granted to settle the overdues of existing loans given to the same parties.

- (iii) (f) As disclosed in note 9(v) to the Ind AS financial statements, the Company has granted loans or advances in the nature of loans which are repayable on demand to companies. Of these following are the details of the aggregate amount of loans or advances in the nature of loans granted to related parties as defined in clause (76) of section 2 of the Companies Act, 2013:

(in ₹ Lakh)			
Particulars	All other parties	Promoters	Related Parties
Aggregate amount of loans/ advances in nature of loans	-	-	3,975.96
- Repayable on demand			
Percentage of loans/ advances in nature of loans to the total loans	-	-	100%

- (iv) The Company has not advanced loans to directors / to a Company in which the director is interested to which provisions of section 185 of the Companies Act, 2013 apply and hence not commented upon. Loans, investments, guarantees and security in respect of which provisions of section 186 of the Companies Act, 2013 are applicable have been complied with by the Company.
- (v) The Company has neither accepted any deposits from the public nor accepted any amounts which are deemed to be deposits within the meaning of sections 73 to 76 of the Companies Act and the rules made thereunder, to the extent applicable. Accordingly, the requirement to report on clause 3(v) of the Order is not applicable to the Company.
- (vi) The Company is not in the business of sale of any goods or provision of such services as prescribed. Accordingly, the requirement to report on clause 3(vi) of the Order is not applicable to the Company.
- (vii) (a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including goods and services tax, provident fund, income-tax, sales-tax, service tax, value added tax, cess and

other statutory dues applicable to it. According to the information and explanations given to us and based on audit procedures performed by us, no undisputed amounts payable in respect of these statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable. The provisions relating to employees' state insurance, duty of excise and duty of customs are not applicable to the Company.

- (vii) (b) There are no dues of goods and services tax, provident fund, income tax, sales-tax, service tax, value added tax, cess, goods and service tax and other statutory dues which have not been deposited on account of any dispute. The provisions relating to employees' state insurance, duty of excise and duty of customs are not applicable to the Company.
- (viii) The Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year. Accordingly, the requirement to report on clause 3(viii) of the Order is not applicable to the Company.
- (ix) (a) The Company did not have any outstanding loans or borrowings or interest thereon due to any lender during the year. Accordingly, the requirement to report on clause ix(a) of the Order is not applicable to the Company.
- (ix) (b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- (ix) (c) The Company did not have any term loans outstanding during the year hence, the requirement to report on clause (ix)(c) of the Order is not applicable to the Company.
- (ix) (d) The Company did not raise any funds during the year hence, the requirement to report on clause (ix)(d) of the Order is not applicable to the Company.
- (ix) (e) On an overall examination of the Ind AS financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.
- (ix) (f) The Company has not raised loans during the year on the pledge of securities held in its subsidiaries.

Hence, the requirement to report on clause (ix)(f) of the Order is not applicable to the Company.

- (x) (a) The Company has not raised any money during the year by way of initial public offer / further public offer (including debt instruments) hence, the requirement to report on clause 3(x)(a) of the Order is not applicable to the Company.
- (x) (b) The Company has not made any preferential allotment or private placement of shares /fully or partially or optionally convertible debentures during the year under audit and hence, the requirement to report on clause 3(x)(b) of the Order is not applicable to the Company.
- (xi) (a) No fraud by the Company or no fraud / material fraud on the Company has been noticed or reported during the year.
- (xi) (b) During the year, no report under sub-section (12) of section 143 of the Companies Act, 2013 has been filed by the cost auditor/ secretarial auditor or by us in Form ADT – 4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (xi) (c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.
- (xii) The Company is not a Nidhi Company as per the provisions of the Companies Act, 2013. Therefore, the requirement to report on clause 3(xii)(a), clause 3(xii)(b) and clause 3(xii) (c) of the Order is not applicable to the Company.
- (xiii) Transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the Ind AS financial statements, as required by the applicable accounting standards.
- (xiv) (a) The Company has an internal audit system commensurate with the size and nature of its business.
- (xiv) (b) The internal audit reports of the Company issued till the date of the audit report, for the period under audit have been considered by us.
- (xv) The Company has not entered into any non-cash transactions with its directors or persons connected with

its directors and hence requirement to report on clause 3(xv) of the Order is not applicable to the Company.

- (xvi) (a) The provisions of section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) are not applicable to the Company. Accordingly, the requirement to report on clause (xvi)(a) of the Order is not applicable to the Company.
- (xvi) (b) The Company has not conducted any Non-Banking Financial or Housing Finance activities without obtained a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934.
- (xvi) (c) The Company is a Core Investment Company (CIC) as defined in the regulations made by Reserve Bank of India (RBI). The Company is exempted from registration requirement with RBI and continues to meet such criteria for non-registration.
- (xvi) (d) The Group has one Core Investment Company as part of the Group.
- (xvii) The Company has not incurred cash losses in the current financial year or in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year and accordingly requirement to report on Clause 3(xviii) of the Order is not applicable to the Company.
- (xix) On the basis of the financial ratios disclosed in note 37 to the Ind AS financial statements, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the Ind AS financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the

MAX VENTURES AND INDUSTRIES LIMITED

balance sheet date, will get discharged by the Company as and when they fall due.

(xx)(a) In respect of other than ongoing projects, there are no unspent amounts that are required to be transferred to a fund specified in Schedule VII of the Companies Act (the Act), in compliance with second proviso to sub section 5 of section 135 of the Act. This matter has been disclosed in note 23 to the Ind AS financial statements.

(xx)(b) There are no unspent amounts in respect of ongoing projects, that are required to be transferred to a special account in compliance of provision of sub

section (6) of section 135 of Companies Act. This matter has been disclosed in note 23 to the Ind AS financial statements.

For **S.R. Batliboi & Co. LLP**

Chartered Accountants

ICAI Firm Registration Number: 301003E/E300005

per Pravin Tulsyan

Partner

Membership number: 108044

UDIN: 22108044AJBPEW6038

Place: Gurugram

Date: May 16, 2022

ANNEXURE 2 TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE STANDALONE IND AS FINANCIAL STATEMENTS OF MAX VENTURES AND INDUSTRIES LIMITED

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls with reference to standalone Ind AS financial statements of Max Ventures and Industries Limited ("the Company") as of March 31, 2022 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to these standalone Ind AS financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, as specified under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both issued by ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to these standalone Ind AS financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to these standalone Ind AS financial statements and their operating effectiveness. Our audit of internal financial controls with reference to standalone Ind AS financial statements included obtaining an understanding of internal financial controls with reference to these standalone Ind AS financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to these standalone Ind AS financial statements.

Meaning of Internal Financial Controls with reference to these Standalone Ind AS Financial Statements

A company's internal financial controls with reference to standalone Ind AS financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference to these Standalone Ind AS Financial Statements

Because of the inherent limitations of internal financial controls

MAX VENTURES AND INDUSTRIES LIMITED

with reference to standalone Ind AS financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to standalone Ind AS financial statements to future periods are subject to the risk that the internal financial control with reference to standalone Ind AS financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to standalone Ind AS financial statements and such internal financial controls with reference to these standalone Ind

AS financial statements were operating effectively as at March 31, 2022, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For **S.R. Batliboi & Co. LLP**

Chartered Accountants

ICAI Firm Registration Number: 301003E/E300005

per Pravin Tulsyan

Partner

Membership Number: 108044

UDIN: 22108044AJBPEW6038

Place of Signature: Gurugram

Date: 16 May 2022

STANDALONE BALANCE SHEET AS AT MARCH 31, 2022

(₹ in Lakh)

	Notes	As at March 31, 2022	As at March 31, 2021
ASSETS			
Non-current assets			
Property, plant and equipment	3	509.44	468.84
Intangible assets	3	0.84	0.61
Right of use assets	4	2,482.66	2,793.52
Financial assets			
(i) Investments	5	82,017.31	81,262.98
(ii) Other bank balances	7	-	0.35
(iii) Other financial assets	6	99.99	91.93
Deferred tax assets (net)	15	-	114.06
Non-current tax assets	8	258.83	132.78
		85,369.07	84,865.07
Current assets			
Financial assets			
(i) Trade receivables	9(i)	180.11	300.83
(ii) Investments	9(ii)	3,391.14	-
(iii) Cash and cash equivalents	9(iii)	153.65	28.59
(iv) Other bank balances	9(iv)	37,732.62	1,639.19
(v) Loans	9(v)	3,975.96	3,777.76
(vi) Other financial assets	9(vi)	308.19	13.13
Other current assets	10	95.84	36.44
		45,837.51	5,795.94
TOTAL ASSETS		1,31,206.58	90,661.01
EQUITY AND LIABILITIES			
Equity			
Equity share capital	11(i)	14,694.66	14,662.41
Other equity	11(ii)	1,10,460.32	71,964.09
Total equity		1,25,154.98	86,626.50
Non-current liabilities			
Financial liabilities			
(i) Lease liabilities	12(i)	2,705.14	2,835.10
(ii) Other financial liabilities	12(ii)	20.00	14.99
Long term provisions	13	39.95	42.63
Other non-current liabilities	14	106.87	120.07
Deferred tax liabilities (net)	15	1,793.92	-
		4,665.88	3,012.79
Current liabilities			
Financial liabilities			
(i) Lease liabilities	16(i)	133.40	126.26
(ii) Trade payables	16(ii)	-	0.83
(a) Total outstanding dues of micro enterprises and small enterprises		-	0.83
(b) Total outstanding dues of creditors other than micro enterprises and small enterprises		869.96	669.13
(iii) Other financial liabilities	16(iii)	3.36	59.29
Other current liabilities	17	265.65	49.27
Short term provisions	17A	113.35	116.94
		1,385.72	1,021.72
TOTAL LIABILITIES		6,051.60	4,034.51
TOTAL EQUITY AND LIABILITIES		1,31,206.58	90,661.01

Summary of significant accounting policies

2

Other notes to accounts

3-41

The accompanying notes are an integral part of the Standalone Ind AS financial statements

As per our report of even date

For S.R. Batliboi & Co. LLP

Chartered Accountants

ICAI Firm Registration Number: 301003E/E300005

per Pravin Tulsyan

Partner

Membership Number: 108044

Place : Gurugram

Date: May 16, 2022

For and on behalf of the Board of Directors of Max Ventures and Industries Limited

Dinesh Kumar Mittal

(Director)

DIN: 00040000

Nitin Kumar Kansal

(Chief Financial Officer)

Place : New Delhi

Date: May 16, 2022

Sahil Vachani

(Managing Director & Chief Executive Officer)

DIN: 00761695

Ankit Jain

(Company Secretary)

STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2022

(₹ in Lakh)

	Notes	For the year ended March 31, 2022	For the year ended March 31, 2021
INCOME			
Revenue from operations	18	1,980.98	2,954.20
Other income	19	48,842.97	170.57
Total income		50,823.95	3,124.77
EXPENSES			
Employee benefits expense	20	867.18	842.69
Finance costs	21	321.89	332.87
Depreciation and amortisation expense	22	378.41	371.46
Other expenses	23	936.40	714.78
Total expenses		2,503.88	2,261.80
Profit before tax		48,320.07	862.97
Tax expense	24		
- Current tax		8,144.59	241.96
- Adjustment of tax relating to earlier years		(75.00)	(50.25)
- Deferred tax credit/ (expense)		1,904.98	(26.29)
Total tax expense		9,974.57	165.42
Profit after tax		38,345.50	697.55
Other comprehensive income (net of taxes)			
Items that will not to be reclassified to profit or loss:			
Re-measurement gains on defined benefit plans		11.93	10.17
Income tax effect		(3.00)	(2.56)
Other comprehensive income for the year (net of tax)	25	8.93	7.61
Total comprehensive income for the year, net of tax		38,354.43	705.16
Earnings per equity share (Nominal Value of share ₹10/-)	26		
Basic (₹)		26.79	0.48
Diluted (₹)		26.01	0.47
Summary of significant accounting policies	2		
Other notes to accounts	3-41		

The accompanying notes are an integral part of the Standalone Ind AS financial statements

As per our report of even date

For S.R. Batliboi & Co. LLP

Chartered Accountants

ICAI Firm Registration Number: 301003E/E300005

per Pravin Tulsyan

Partner

Membership Number: 108044

Place : Gurugram

Date: May 16, 2022

For and on behalf of the Board of Directors of Max Ventures and Industries Limited

Dinesh Kumar Mittal

(Director)

DIN: 00040000

Nitin Kumar Kansal

(Chief Financial Officer)

Place : New Delhi

Date: May 16, 2022

Sahil Vachani

(Managing Director & Chief Executive Officer)

DIN: 00761695

Ankit Jain

(Company Secretary)

STANDALONE STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2022

a) Equity share capital

Particulars	Nos.	(₹ in Lakh)
As at April 1, 2020	14,66,24,062	14,662.41
Add: Equity share issued	-	-
Add: Shares issued for stock options exercised during the year	-	-
As at March 31, 2021	14,66,24,062	14,662.41
Add: Equity share issued	-	-
Add: Shares issued for stock options exercised during the year	3,22,586	32.26
As at March 31, 2022	14,69,46,648	14,694.66

b) Other equity

(₹ in Lakh)

Particulars	Reserves and surplus				Total other equity
	Capital reserve {Refer note 11(ii)}	Securities premium account {Refer note 11(ii)}	Employee stock options outstanding {Refer note 11(ii)}	Retained earnings {Refer note 11(ii)}	
As at April 1, 2020	13,042.52	50,033.05	51.02	8,034.09	71,160.68
Profit for the year	-	-	-	697.55	697.55
Other comprehensive income for the year	-	-	-	7.61	7.61
Premium on issue of employee stock options	-	-	(22.83)	22.83	-
Expense recognised during the year	-	-	98.25	-	98.25
As at March 31, 2021	13,042.52	50,033.05	126.44	8,762.08	71,964.09
Profit for the year	-	-	-	38,345.50	38,345.50
Other comprehensive income for the year	-	-	-	8.93	8.93
Issue of share capital	-	-	-	-	-
Premium on issue of employee stock options	-	53.69	-	-	53.69
Exercise of share option under ESOP scheme	-	-	-	-	-
Expiry of share options under ESOP scheme	-	-	(54.67)	54.67	-
Expense recognised during the year	-	-	88.11	-	88.11
As at March 31, 2022	13,042.52	50,086.74	159.88	47,171.18	1,10,460.32

The accompanying notes are an integral part of the Standalone Ind AS financial statements

As per our report of even date

For S.R. Batliboi & Co. LLP

Chartered Accountants

ICAI Firm Registration Number: 301003E/E300005

per Pravin Tulsyan

Partner

Membership Number: 108044

Place : Gurugram

Date: May 16, 2022

For and on behalf of the Board of Directors of Max Ventures and Industries Limited

Dinesh Kumar Mittal

(Director)

DIN: 00040000

Nitin Kumar Kansal

(Chief Financial Officer)

Place : New Delhi

Date: May 16, 2022

Sahil Vachani

(Managing Director & Chief Executive Officer)

DIN: 00761695

Ankit Jain

(Company Secretary)

STANDALONE STATEMENT OF CASH FLOW FOR THE YEAR ENDED MARCH 31, 2022

(₹ in Lakh)

	Note	For the year ended March 31, 2022	For the year ended March 31, 2021
Cash flow from operating activities			
Profit before tax		48,320.07	862.97
Adjustments to reconcile profit before tax to net cash flows:			
Depreciation and amortisation expense	22	378.41	371.46
Re-measurement gains on defined benefit plans	25	8.93	7.61
Employee stock option expense	20	34.24	70.99
Profit on sale of current investment	19	(36.52)	(1.63)
Profit on sale of investment in subsidiary (also refer note 19)		(38,423.49)	-
Fair value gain on financial instruments at fair value through profit or loss		(9,968.35)	-
Unwinding of interest on zero coupon non-convertible debentures	18	(4.94)	(355.57)
Unwinding of interest on security deposit		(8.05)	(6.09)
Amortisation of guarantee fees {refer note 34(a)}		(24.20)	(11.24)
Finance costs (including fair value change in financial instruments)	21	319.90	332.61
Operating profit before working capital changes		595.99	1,271.11
Working capital adjustments:			
Decrease in trade receivables		120.72	269.63
(Increase)/decrease in other financial assets		(329.92)	104.64
Decrease in other assets		-	-
Decrease/(increase) in trade payables		(343.05)	(30.05)
(Decrease)/increase in provisions		(6.27)	14.68
Increase/(decrease) in other liabilities		152.26	(44.65)
Cash generated from operations		189.74	1,585.36
Income tax paid (net)		(8,192.64)	(111.90)
Net cash flows from operating activities		(8,002.90)	1,473.46
Cash flow from investing activities			
Proceeds from sale of property, plant and equipment		-	0.31
Purchase of property, plant and equipment and including intangible assets		(108.37)	(5.95)
Investment in Right-of-use assets		-	(182.89)
Redemption of non-convertible debenture by subsidiary		-	5,339.00
Investment in subsidiaries		-	(3,743.99)
Loan repaid by subsidiaries		1,676.00	2,923.86
Loan given to subsidiaries		(1,874.20)	(8,053.71)
Purchase of current investments in financial instruments		(12,614.36)	(718.63)
Sale of investment in subsidiary (net of expenses)		48,257.03	-
Proceeds from sale of current investment		9,242.08	720.26
Net movement in deposits		(36,093.43)	2,230.13
Net cash flows used in investing activities		8,484.74	(1,491.61)
Cash flow from financing activities			
Repayment of lease liability (including interest)		(442.73)	(412.44)
Proceeds from issuance of ESOP's including security premium		85.95	-
Net cash flows used in financing activities		(356.78)	(412.44)

	Note	For the year ended March 31, 2022	For the year ended March 31, 2021
Net increase/(decrease) in cash and cash equivalents		125.06	(430.59)
Cash and cash equivalents at the beginning of the year		28.59	459.18
Cash and cash equivalents at year end		153.65	28.59

Components of cash and cash equivalents:-

(₹ in Lakh)

	As at March 31, 2022	As at March 31, 2021
Balances with banks:		
Current account	153.28	28.13
Cash on hand	0.37	0.46
Cash & cash equivalent for the year ended	153.65	28.59

The accompanying notes are an integral part of the Standalone Ind AS financial statements

1. The above cash flow statement has been prepared under the indirect method set out in the applicable Indian Accounting Standard (IndAS) 7 on "Statement of cash flows". Refer note 36 for change in financing activities disclosure pursuant to amendment to Ind AS 7.
2. During the year, the Company paid in cash ₹ 23.95 Lakh (31 March 2021: ₹ 25.00 Lakh) towards corporate social responsibility (CSR) expenditure. Refer note 23.
3. Figure in brackets indicate outflow.

The accompanying notes are an integral part of the Standalone Ind AS financial statements

As per our report of even date

For S.R. Batliboi & Co. LLP

Chartered Accountants

ICAI Firm Registration Number: 301003E/E300005

per Pravin Tulsyan

Partner

Membership Number: 108044

Place : Gurugram

Date: May 16, 2022

For and on behalf of the Board of Directors of Max Ventures and Industries Limited**Dinesh Kumar Mittal**

(Director)

DIN: 00040000

Nitin Kumar Kansal

(Chief Financial Officer)

Place : New Delhi

Date: May 16, 2022

Sahil Vachani

(Managing Director & Chief Executive Officer)

DIN: 00761695

Ankit Jain

(Company Secretary)

Notes forming part of the standalone financial statements

1 Corporate Information

Max Ventures and Industries Limited (the Company) is a Company registered under Companies Act, 2013 and incorporated on January 20, 2015. The Company is primarily engaged in the business of making business investments and providing shared services to the group companies.

The Company's shares got listed on National Stock Exchange and Bombay Stock Exchange as on June 22, 2016. Registered office of the Company is located at 419, Bhai Mohan Singh Nagar, Village Railmajra, Tehsil Balachaur, Nawanshehar, Punjab – 144533

The standalone Ind AS financial statements were authorised for issue in accordance with a resolution by the Board of directors of the Company on May 16, 2022.

Significant accounting policies

2A Basis of preparation

These separate standalone Ind AS financial statements of the Company have been prepared in accordance with Indian Accounting Standards (IND AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) and presentation requirements of division II of Schedule III to the Companies Act 2013 (Ind AS Compliant Schedule III), as applicable to these separate standalone Ind AS financial statements.

The standalone Ind AS financial statements have been prepared on a historical cost basis, except for the following assets and liabilities which have been measured at fair value or revalued amount certain financial assets and liabilities which are measured at fair value (refer accounting policy regarding financial instruments).

- Land and buildings classified as property, plant and equipment
- Derivative financial instruments,
- Certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments), and
- Contingent consideration

In addition, the carrying values of recognised assets and liabilities designated as hedged items in fair value hedges that would otherwise be carried at amortised cost are adjusted to record changes in the fair values attributable to the risks that are being hedged in effective hedge relationships.

The standalone Ind AS financial statements are presented in INR and all values are rounded to nearest lakh (INR 00,000) except when otherwise indicated.

The Company has prepared the financial statements on the basis that it will continue to operate as a going concern.

The standalone financial statements provide comparative information in respect of the previous period. In addition, the Company presents an additional balance sheet at the beginning of the preceding period when there is a retrospective application of an accounting policy, a retrospective restatement, or a reclassification of items in financial statements.

2B Summary of significant accounting policies

a. Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realized or intended to be sold or consumed in normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realized within twelve months after the reporting period; or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle;

Notes forming part of the standalone financial statements

- b) It is held primarily for the purpose of trading;
- c) It is due to be settled within twelve months after the reporting period; or
- d) There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The terms of the liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

b. Property, Plant and Equipment

Property, Plant and equipment including capital work in progress are stated at cost, less accumulated depreciation and accumulated impairment losses, if any. The cost comprises of purchase price, taxes, duties, freight and other incidental expenses directly attributable and related to acquisition and installation of the concerned assets and are further adjusted by the amount of GST credit availed wherever applicable. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their respective useful lives. Likewise, when a major inspection is performed, its cost is recognized in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognized in profit or loss as incurred.

An item of property, plant and equipment and any significant part initially recognized is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or

loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement when the asset is derecognized.

The Company identifies and determines cost of each component/ part of the asset separately, if the component/ part has a cost which is significant to the total cost of the asset and has useful life that is materially different from that of the remaining asset.

Capital work-in-progress includes cost of property, plant and equipment under installation / under development as at the balance sheet date.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

Depreciation on property, plant and equipment is provided on pro rata basis on straight-line method using the useful lives of the assets estimated by management and in the manner prescribed in Schedule II of the Companies Act 2013. The useful life is as follows:

Assets	Useful lives estimated by the management (years)
Furniture and fixtures	10 Years
Office equipment	3 - 5 Years
Computers	3 - 6 Years
Vehicles	3 - 8 Years

Leasehold improvements are amortised over the period of lease.

c. Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any. Internally generated intangibles, excluding capitalized development cost, are not capitalized and the related expenditure is reflected in statement of Profit and Loss in the period in which the expenditure is incurred. Cost comprises the purchase price and any attributable

Notes forming part of the standalone financial statements

cost of bringing the asset to its working condition for its intended use.

The useful lives of intangible assets are assessed as either finite or indefinite. Intangible assets with finite lives are amortized over their useful economic lives and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization period and the amortization method for an intangible asset with a finite useful life is reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset is accounted for by changing the amortization period or method, as appropriate and are treated as changes in accounting estimates. The amortization expense on intangible assets with finite lives is recognized in the statement of profit and loss in the expense category consistent with the function of the intangible assets.

Intangible assets with indefinite useful lives are not amortized, but are tested for impairment annually, either individually or at the cash-generating unit level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

Gains or losses arising from disposal of the intangible assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the assets are disposed-off.

Intangible assets with finite useful life are amortized on a straight-line basis over their estimated useful life of 3-6 years.

d. Impairment of non-financial assets

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's, recoverable amount.

An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) net fair value less cost of disposal and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining net fair value less cost of disposal, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

The Company bases its impairment calculation on detailed budgets and forecast calculations which are prepared separately for each of the Company's cash-generating units to which the individual assets are allocated. These budgets and forecast calculations are generally covering a period of five years. For the remaining economic life of the asset or cash-generating unit (CGU), a long term growth rate is calculated and applied to project future cash flows after the fifth year. To estimate cash flow projections beyond periods covered by the most recent budgets/forecasts, the Company extrapolates cash flow projections in the budget using a steady or declining growth rate for subsequent years, unless an increasing rate can be justified. In this case, the growth rate does not exceed the long-term average growth rate for the products, industries, or country or countries in which the entity operates, or for the market in which the asset is used.

After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining economic life.

An assessment is made at each reporting date as

Notes forming part of the standalone financial statements

to whether there is any indication that previously recognized impairment losses no longer exist or may have decreased. If such indication exists, the Company estimates the asset's or cash-generating unit's recoverable amount. A previously recognized impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognized. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in the statement of profit and loss unless the asset is carried at a revalued amount, in which case the reversal is treated as a revaluation increase.

e. Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

(i) Financial assets

The Company classified its financial assets in the following measurement categories: -

- Those to be measured subsequently at fair value (either through other comprehensive income or through profit & loss)
- Those measured at amortized cost

Initial recognition and measurement

All financial assets (other than equity in subsidiaries) are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Equity investment in subsidiaries are recognised at cost. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognized on the trade date, i.e., the date that the Company commits to purchase or sell

the asset. The difference between the transaction amount and amortised cost in case of interest free loan to subsidiaries based on expected repayment period is considered as deemed investment.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in following categories:

- a) Debt instruments at amortized cost
- b) Debt instruments and equity instruments at fair value through profit or loss (FVTPL)

Debt instruments at amortized cost

A 'debt instrument' is measured at the amortized cost if both the following conditions are met:

- (i) Business model test: The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows (rather than to sell the instrument prior to its contractual maturity to released its fair value change), and
- (ii) Cash flow characteristics test: Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate (EIR) method. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. EIR is the rate that exactly discount the estimated future cash receipts over the expected life of the financial instrument or a shorter period, where appropriate to the gross carrying amount of financial assets. When calculating the effective interest rate the company estimate the expected cash flow by considering all contractual terms of the financial instruments. The EIR amortization is included in finance income in the statement of profit or loss. The losses arising from impairment are recognized in the profit or loss. This category

Notes forming part of the standalone financial statements

generally applies to trade and other receivables.

Debt instruments at Fair value through profit and loss

FVTPL is a residual category for financial instruments. Any financial instrument, which does not meet the criteria for amortized cost or FVTOCI, is classified as at FVTPL. gain or loss on a Debt instrument that is subsequently measured at FVTPL and is not a part of a hedging relationship is recognized in statement of profit or loss and presented net in the statement of profit and loss within other gains or losses in the period in which it arises. Interest income from these Debt instruments is included in other income.

Equity investments of other entities

All equity investments in scope of IND AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognized by an acquirer in a business combination to which IND AS 103 applies are classified as at FVTPL. For all other equity instruments, the Company may make an irrevocable election to present in other comprehensive income all subsequent changes in the fair value. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to profit and loss, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity. Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the Profit and loss.

Investment in Compound Financial Instruments issued by subsidiaries

Company considers issuance of Zero Coupon Non-Convertible Debentures by subsidiary as compound instrument comprising a loan with market terms and a capital injection and hence treat the difference between the cash paid and fair value on initial recognition as an addition to the investment in

the subsidiary and presented separately as 'Equity component of Zero Coupon Non-Convertible Debentures under 'Non-Current Investments'. Equity Component is not subsequently remeasured.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a Company of similar financial assets) is primarily derecognized (i.e., removed from the Company's statement of financial position) when:

- the rights to receive cash flows from the asset have expired, or
- the Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a "pass through" arrangement and either;
 - a) the Company has transferred the rights to receive cash flows from the financial assets or
 - b) the Company has retained the contractual right to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the Company has transferred its right to receive cash flows from an asset or has entered into a pass-through agreement, the Company evaluates whether it has transferred substantially all the risks and rewards of the ownership of the financial assets. In such cases, the financial asset is derecognized. Where the entity has not transferred substantially all the risks and rewards of the ownership of the financial assets, the financial asset is not derecognized.

Where the Company has transferred an asset, the Company evaluates whether it has transferred substantially all the risks and rewards of the ownership of the financial assets. In such cases, the financial asset is derecognized. Where the entity has not transferred substantially all the risks and rewards of the ownership of the financial assets, the financial

Notes forming part of the standalone financial statements

asset is not derecognized.

Impairment of financial assets

In accordance with IND AS 109, the Company applies expected credit losses (ECL) model for measurement and recognition of impairment loss on the following financial asset and credit risk exposure.

- Financial assets measured at amortised cost; e.g. Loans, Security deposits, trade receivable, bank balance, other financial assets etc;
- Financial assets measured at fair value through other comprehensive income (FVTOCI);
- Financial guarantee contracts are which are not measured at fair value through profit or loss (FVTPL)

The Company follows “simplified approach” for recognition of impairment loss allowance on trade receivables. Under the simplified approach, the Company does not track changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition. The Company uses a provision matrix to determine impairment loss allowance on the portfolio of trade receivables. The provision matrix is based on its historically observed default rates over the expected life of trade receivable and is adjusted for estimates. At every reporting date, the historical observed default rates are updated and changes in the estimates are analysed.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss.

However, if credit risk has increased significantly, lifetime ECL is used. If, in subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the Company reverts to recognizing impairment loss allowance based on

12- months ECL.

As a practical expedient, the Company uses a provision matrix to determine impairment loss allowance on portfolio of trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward- looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward- looking estimates are analysed.

Reclassification of financial assets

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Company's senior management determines change in the business model as a result of external or internal changes which are significant to the its operations. Such changes are evident to external parties. A change in the business model occurs when the Company either begins or ceases to perform an activity that is significant to its operations. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognized gains, losses (including impairment gains or losses) or interest.

(ii) Financial liabilities

Initial recognition and measurement

Financial liabilities are classified at initial recognition as financial liabilities at fair value through profit or loss, loans and borrowings, and payables, net of directly attributable transaction costs. The Company financial liabilities include loans and borrowings including bank overdraft, trade payable, trade deposits, retention money and other payables.

Notes forming part of the standalone financial statements

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. Gains or losses on liabilities held for trading are recognised in the statement of profit and loss. Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in IND AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognised in OCI. These gains/ losses are not subsequently transferred to profit and loss. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit or loss. The Company has not designated any financial liability as at fair value through profit and loss.

Financial liabilities at amortised cost (Loans and borrowings)

Borrowings are initially recognised at fair value, net of transaction cost incurred. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortization process. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the statement of profit and loss.

Financial guarantee contracts

Financial guarantee contracts issued by the Company are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognised less cumulative amortisation.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

f. Investment in Subsidiaries

The investment in subsidiaries are carried at cost as per IND AS 27. Investment carried at cost is tested for impairment as per IND AS 36. An investor, regardless of the nature of its involvement with an entity (the investee), shall determine whether it is a parent by assessing whether it controls the investee.

On disposal of investment, the difference between

Notes forming part of the standalone financial statements

it carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

g. Revenue recognition

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. The Company has generally concluded that it is the principal in its revenue arrangements, because it typically controls the goods or services before transferring them to the customer. The following specific recognition criteria must also be met before revenue is recognized:

Contract balances

Contract assets

A contract asset is initially recognised for revenue earned from shared services because the receipt of consideration is conditional on successful completion of the contract. Upon completion of the contract and acceptance by the customer, the amount recognised as contract assets is reclassified to trade receivables.

Contract assets are subject to impairment assessment. Refer to accounting policies on impairment of financial assets in section e) Financial instruments – initial recognition and subsequent measurement.

Trade receivables

A receivable is recognised if an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due). Refer to accounting policies of financial assets in section e) Financial instruments – initial recognition and subsequent measurement.

Contract liabilities

A contract liability is recognised if a payment is received or a payment is due (whichever is earlier) from a customer before the Company transfers the

related services. Contract liabilities are recognised as revenue when the Company performs under the contract (i.e., transfers control of the related services to the customer).

The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Shared Service Income

Revenue from shared services are recognised by reference to stage of completion of contract. The Company collects GST on behalf of the government and, therefore it is not an economic benefit flowing to the Company and is thus excluded from revenue.

Gain on sale of investments

On disposal of an investment, the difference between the carrying amount and net disposal proceeds is recognised to the profit and loss statement.

Interest Income

For all debt instruments measured at amortised cost, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the net carrying amount of the financial asset or to the amortised cost of a financial liability. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses. Interest income is included in finance income in the statement of profit and loss. Interest income is recognized on a time proportion basis taking into account the amount outstanding and the applicable interest rate.

Dividend Income

Dividend income is recognized when the Company's right to receive dividend is established by the reporting date.

Notes forming part of the standalone financial statements

h. Taxes

Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities in accordance with the Income Tax Act, 1961 and the income computation and disclosure standards (ICDS) enacted in India by using tax rates and tax laws that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognized outside profit or loss is recognized outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences except:

- When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss;
- In respect of taxable temporary differences associated with investments in subsidiaries, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future

Deferred tax assets (including MAT credit) are recognized for all deductible temporary differences, the carry forward of unused tax credits and any

unused tax losses. Deferred tax assets are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized except:

- When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss;
- In respect of deductible temporary differences associated with investments in subsidiaries, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised

The carrying amount of deferred tax assets (including MAT credit available) is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Unrecognized deferred tax assets are re-assessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognized outside profit or loss is recognized outside the statement of profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity.

Notes forming part of the standalone financial statements

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Deferred tax includes Minimum Alternate Tax (MAT) recognizes MAT credit available as an asset only to the extent that there is convincing evidence that the company will pay normal income tax during specified period, i.e. the period for which MAT credit is allowed to be carried forward. The Company reviews the "MAT credit entitlement" asset at each reporting date and writes down the asset to the extent the Company does not have convincing evidence that it will pay normal tax during the specified period.

GST paid on acquisition of assets or on incurring expenses

Expenses and assets are recognised net of the amount of GST (Goods and Service Tax) paid, except:

- When the tax incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case, the tax paid is recognised as part of the cost of acquisition of the asset or as part of the expense item, as applicable;
- When receivables and payables are stated with the amount of tax included

The net amount of tax recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the balance sheet.

i. Borrowing costs

Borrowing cost includes interest expense as per effective interest rate [EIR]. Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the asset until such time that the asset is substantially ready for their intended use. All other borrowing costs are expensed in the period in which

they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

j. Leases

The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Company as a lessee

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

i) Right-of-use assets

The Company recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets.

If ownership of the leased asset transfers to the Company at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

The right-of-use assets are also subject to impairment. Refer to the accounting policies in section (d) Impairment of non-financial assets.

Notes forming part of the standalone financial statements

ii) Lease Liabilities

At the commencement date of the lease, the Company recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Company and payments of penalties for terminating the lease, if the lease term reflects the Company exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

The Company's lease liabilities are included in Interest-bearing loans and borrowings.

iii) Short-term leases and leases of low-value assets

The Company applies the short-term lease recognition exemption to its short-term leases of equipment (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

Company as a lessor

Leases in which the Company does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Rental income arising is accounted for on a straight-line basis over the lease terms. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

k. Provision and Contingent liabilities

Provisions

A provision is recognized when the Company has a present obligation (legal or constructive) as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to their present value (except where time value of money is material) and are determined based on the best estimate required to settle the obligation at the reporting date when discounting is used, the increase in provision due to passage of time is recognised as finance cost. These estimates are reviewed at each reporting date and adjusted to

Notes forming part of the standalone financial statements

reflect the current best estimates.

Contingent liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases, where there is a liability that cannot be recognized because it cannot be measured reliably. the Company does not recognize a contingent liability but discloses its existence in the financial statements unless the probability of outflow of resources is remote.

Provisions, contingent liabilities, contingent assets and commitments are reviewed at each balance sheet date.

I. Retirement and other employee benefits

Provident fund

The Company contributed to employee's provident fund benefits through a trust "Max Financial Services Limited Provident Fund Trust" managed by Max Financial Services Limited (erstwhile Max India Limited) whereby amounts determined at a fixed percentage of basic salaries of the employees are deposited to the trust every month. The benefit vests upon commencement of the employment. The interest rate payable by the trust to the beneficiaries every year is notified by the government and the Company has an obligation to make good the shortfall, if any, between the return from the investments of the trust and the notified interest rate. The Company has obtained actuarial valuation to determine the shortfall, if any, as at the Balance Sheet date.

Gratuity

Gratuity liability is a defined benefit obligation and is provided for on the basis of an actuarial valuation on projected unit credit method made at the end of

each financial year.

Remeasurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognized immediately in the Balance Sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods.

Net interest is calculated by applying the discount rate to the net defined benefit (liabilities/assets).

The Company recognized the following changes in the net defined benefit obligation under employee benefit expenses in statement of profit and loss

- a) Service cost comprising current service cost, past service cost, gain & loss on curtailments and non-routine settlements.
- b) Net interest expenses or income

Compensated Absences

Accumulated leave, which is expected to be utilized within the next 12 months, is treated as short-term employee benefit. The Company measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date.

The Company treats accumulated leave expected to be carried forward beyond twelve months, as long-term employee benefit for measurement purposes. Such long-term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the yearend. Actuarial gains/losses are immediately taken to the statement of profit and loss and are not deferred. The Company presents the leave as a current liability in the balance sheet, to the extent it does not have an unconditional right to defer its settlement for 12 months after the reporting date. Where Company

Notes forming part of the standalone financial statements

has the unconditional legal and contractual right to defer the settlement for a period 12 months, the same is presented as non-current liability.

Short-term obligations

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within twelve months after the end of the period in which the employees render the related service are recognized in respect of employee service up to the end of the reporting period and are measured at the amount expected to be paid when the liabilities are settled. the liabilities are presented as current employee benefit obligations in the balance sheet.

Long term incentive plan

The Company has a long-term incentive plan for certain employees. The Company recognises benefit payable to employee as an expenditure, when an employee renders the related service on actual basis.

m. Share-based payments

Employees of the Company receive remuneration in the form of share-based payment transaction, whereby employees render services as a consideration for equity instruments (equity-settled transactions).

Equity-settled transactions

The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using an appropriate valuation model.

That cost is recognized, together with a corresponding increase in share-based payment (SBP) reserves in equity, over the period in which the performance and/or service conditions are fulfilled in employee benefits expense. The cumulative expense recognized for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Company's best estimate of the number of equity instruments that will ultimately vest. The statement of profit and loss expense or credit for a period represents the movement in cumulative

expense recognized as at the beginning and end of that period and is recognized in employee benefits expense.

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Company's best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions.

No expense is recognized for awards that do not ultimately vest because non-market performance and/or service conditions have not been met. Where awards include a market or non-vesting condition, the transactions are treated as vested irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

When the terms of an equity-settled award are modified, the minimum expense recognized is the expense had the terms had not been modified, if the original terms of the award are met. An additional expense is recognized for any modification that increases the total fair value of the share-based payment transaction or is otherwise beneficial to the employee as measured at the date of modification. Where an award is cancelled by the entity or by the counterparty, any remaining element of the fair value of the award is expensed immediately through profit or loss.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

Cash-settled transactions

The cost of cash-settled transactions is measured

Notes forming part of the standalone financial statements

initially at fair value at the grant date using a binomial model. This fair value is expensed over the period until the vesting date with recognition of a corresponding liability. The liability is remeasured to fair value at each reporting date up to, and including the settlement date, with changes in fair value recognized in employee benefits expense.

n. Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

o. Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue, bonus element in a rights issue, share split, and reverse share split (consolidation of shares) that have changed the number of equities shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year and the weighted average number of shares outstanding during the year adjusted for the effects of all potential equity shares.

p. Foreign currencies

Items included in the standalone Ind AS financial statements are measured using the currency of the primary economic environment in which the company operates ('the functional currency'). The Company's standalone Ind AS financial statements are presented in Indian rupee ('₹') which is also the Company's functional and presentation currency.

Foreign currency transactions are recorded on initial recognition in the functional currency, using the exchange rate prevailing at the date of transaction.

However, for practical reasons, the Company uses an average rate if the average approximates the actual rate at the date of the transaction.

Measurement of foreign currency items at the balance sheet date

Foreign currency monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined.

Exchange differences arising on settlement or translation of monetary items are recognized as income or expense in the period in which they arise with the exception of exchange differences on gain or loss arising on translation of non-monetary items measured at fair value which is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognized in OCI or profit or loss are also recognized in OCI or profit or loss, respectively).

q. Fair value

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company.

Notes forming part of the standalone financial statements

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the restated financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- a) Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- b) Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- c) Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognized in the restated financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

The Company's management determines the policies and procedures for both recurring and non-recurring fair value measurement measured at fair

value.

At each reporting date, the management analyses the movements in the values of assets and liabilities which are required to be remeasured or re-assessed as per the Company's accounting policies.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

This note summarises accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

- Disclosures for valuation methods, significant estimates and assumptions (note 32)
- Quantitative disclosures of fair value measurement hierarchy (note 32)
- Financial instruments (including those carried at amortised cost) (note 32)

2C Significant accounting judgements, estimates and assumptions

The preparation of the Company's standalone Ind AS financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of the asset or liability affected in future periods. Other disclosures relating to the Company's exposure to risks and uncertainties includes:

- Capital management Note 37
- Financial risk management objectives and policies Note 33

Judgements

In the process of applying the Company's accounting policies, management has made the following

Notes forming part of the standalone financial statements

judgements, which have the most significant effect on the amounts recognized in the standalone Ind AS financial statements.

(a) Determining the lease term of contracts with renewal and termination options - Company as lessee

The Company determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised.

The Company applies judgement in evaluating whether it is reasonably certain whether or not to exercise the option to renew or terminate the lease. That is, it considers all relevant factors that create an economic incentive for it to exercise either the renewal or termination. After the commencement date, the Company reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to renew or to terminate (e.g., construction of significant leasehold improvements or significant customisation to the leased asset)

Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

(a) Defined benefit plans

The cost of defined benefit plans (i.e. Gratuity benefit) is determined using actuarial

valuations. An actuarial valuation involves making various assumptions which may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, mortality rates and future pension increases. Due to the complexity of the valuation, the underlying assumptions and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date. In determining the appropriate discount rate, management considers the interest rates of long-term government bonds with extrapolated maturity corresponding to the expected duration of the defined benefit obligation. The mortality rate is based on publicly available mortality tables for the specific countries. Future salary increases and pension increases are based on expected future inflation rates. Further details about the assumptions used, including a sensitivity analysis, are given in Note 30.0

(b) Fair value measurement of financial instruments

When the fair value of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the Discounted Cash Flow (DCF) model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments. The Company use Net asset value for valuation of investment in mutual fund. Refer note 32 related to fair valuation disclosures

(c) Impairment of Financial assets

The impairment provisions of financial assets are based on assumptions about risk of default and expected loss rates. the Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on

Notes forming part of the standalone financial statements

Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

(d) Impairment of non-financial assets

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's CGU's fair value less cost of disposal and its value in use. It is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or Company's assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, or other fair value indicators.

(e) Share based payments

The Company initially measures the cost of cash settled transactions with employees using a binomial model to determine the fair value of the liability incurred. Estimating fair value for share based payment transactions requires determination of the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determination of the most appropriate inputs to the valuation model including the expected life of the share option, volatility and dividend yield and making assumptions about them. For cash settled share-based payment transactions, the liability needs to be remeasured at the end of each reporting period up to the date of settlement, with any changes in fair value recognized in the

profit or loss. This requires a reassessment of the estimates used at the end of each reporting period. The assumptions and models used for estimating fair value for share based payment transactions are disclosed in note 30.1.

New and amended standards

The Company applied for the first-time certain standards and amendments, which are effective for annual periods beginning on or after 1 Apr 2021. The Company has not early adopted any other standard or amendment that has been issued but is not yet effective:

(i) Interest Rate Benchmark Reform – Phase 2: Amendments to Ind AS 109, Ind AS 107, Ind AS 104 and Ind AS 116

The amendments provide temporary reliefs which address the financial reporting effects when an interbank offered rate (IBOR) is replaced with an alternative nearly risk-free interest rate (RFR).

The amendments include the following practical expedients:

- A practical expedient to require contractual changes, or changes to cash flows that are directly required by the reform, to be treated as changes to a floating interest rate, equivalent to a movement in a market rate of interest
- Permit changes required by IBOR reform to be made to hedge designations and hedge documentation without the hedging relationship being discontinued
- Provide temporary relief to entities from having to meet the separately identifiable requirement when an RFR instrument is designated as a hedge of a risk component

These amendments had no impact on the financial statements of the Company. The Company intends to use the practical expedients in future periods if they become applicable.

Notes forming part of the standalone financial statements

(ii) Conceptual framework for financial reporting under Ind AS issued by ICAI

The Framework is not a Standard and it does not override any specific standard. Therefore, this does not form part of a set of standards pronounced by the standard-setters. While, the Framework is primarily meant for the standard-setter for formulating the standards, it has relevance to the preparers in certain situations such as to develop consistent accounting policies for areas that are not covered by a standard or where there is choice of accounting policy, and to assist all parties to understand and interpret the Standards.

The amendments made in following standards due to Conceptual Framework for Financial Reporting under Ind AS includes amendment of the footnote to the definition of an equity instrument in Ind AS 102- Share Based Payments, footnote to be added for definition of liability i.e. definition of liability is not revised on account of revision of definition in conceptual framework in case of Ind AS 37 - Provisions, Contingent Liabilities and Contingent Assets etc.

The MCA has notified the Amendments to Ind AS consequential to Conceptual Framework under Ind AS vide notification dated June 18, 2021, applicable for annual periods beginning on or after April 1, 2021. Accordingly, the Conceptual Framework is applicable for preparers for accounting periods beginning on or after 1 April 2021.

These amendments had no impact on the financial statements of the Company.

(iii) Ind AS 116: COVID-19 related rent concessions

MCA issued an amendment to Ind AS 116 Covid-19-Related Rent Concessions beyond 30 June 2021 to update the condition for lessees to apply the relief

to a reduction in lease payments originally due on or before 30 June 2022 from 30 June 2021. The amendment applies to annual reporting periods beginning on or after 1 April 2021. In case a lessee has not yet approved the financial statements for issue before the issuance of this amendment, then the same may be applied for annual reporting periods beginning on or after 1 April 2020.

These amendments had no impact on the financial statements of the Company.

(iv) Ind AS 103: Business combination

The amendment states that to qualify for recognition as part of applying the acquisition method, the identifiable assets acquired and liabilities assumed must meet the definitions of assets and liabilities in the Framework for the Preparation and Presentation of Financial Statements in accordance with Indian Accounting Standards issued by the Institute of Chartered Accountants of India at the acquisition date. Therefore, the acquirer does not recognise those costs as part of applying the acquisition method. Instead, the acquirer recognises those costs in its post-combination financial statements in accordance with other Ind AS.

These amendments had no impact on the financial statements of the Company.

(v) Amendment to Ind AS 105, Ind AS 16 and Ind AS 28

The definition of "Recoverable amount" is amended such that the words "the higher of an asset's fair value less costs to sell and its value in use" are replaced with "higher of an asset's fair value less costs of disposal and its value in use". The consequential amendments are made in Ind AS 105, Ind AS 16 and Ind AS 28.

Notes forming part of the standalone financial statements

3. Property, plant and equipment (PPE) and Other intangible assets

(₹ in Lakh)

	Office equipment	Furniture and fixture	Motor vehicles	Computers and data processing units	Leashold Improvement	Total Tangible	Software licences
As at April 01, 2020	9.57	71.57	81.88	58.92	390.93	612.87	8.51
Additions	-	0.12	-	5.45	0.12	5.69	-
Disposals/ adjustments	-	-	-	(0.90)	-	(0.90)	-
As at March 31, 2021	9.57	71.69	81.88	63.47	391.05	617.66	8.51
Additions	-	0.78	113.18	3.98	0.96	118.90	1.00
Disposals/ adjustments	-	-	(20.45)	(1.66)	-	(22.11)	-
As at March 31, 2022	9.57	72.47	174.61	65.79	392.01	714.45	9.51
Depreciation							
As at April 01, 2020	3.38	7.17	24.81	21.98	30.83	88.17	6.53
Depreciation charge for the year	1.85	6.81	10.86	9.24	32.75	61.51	1.36
Disposals/ adjustments	-	-	-	(0.86)	-	(0.86)	-
As at March 31, 2021	5.23	13.98	35.67	30.36	63.58	148.82	7.89
Depreciation charge for the year	1.33	6.86	14.91	10.76	32.93	66.78	0.77
Disposals/ adjustments	-	-	(9.02)	(1.58)	-	(10.59)	-
As at March 31, 2022	6.56	20.84	41.56	39.54	96.51	205.01	8.66
Net book value							
As at March 31, 2021	4.34	57.71	46.21	33.11	327.47	468.84	0.61
As at March 31, 2022	3.01	51.63	133.05	26.25	295.50	509.44	0.85

4. Right of use assets

The Company has lease contracts for buildings from related parties. The Company's obligations under its leases are secured by the lessor's title to the leased assets. The Company is restricted from assigning or sub leasing the leased assets.

The carrying amounts of right-of-use assets recognised and the movements during the year:

(₹ in Lakh)

Particulars	Building	Total
As at April 01, 2020	2,610.53	2,610.53
Additions	491.58	491.58
Depreciation expense	(308.59)	(308.59)
As at March 31, 2021	2,793.52	2,793.52
Additions	-	-
Depreciation expense	(310.86)	(310.86)
As at March 31, 2022	2,482.66	2,482.66

Notes forming part of the standalone financial statements

The carrying amounts of lease liabilities and the movement during the year:

(₹ in Lakh)

Particulars	Building	Total
As at April 01, 2020	2,678.22	2,678.22
Additions	362.97	362.97
Accretion of interest	332.61	332.61
Payments	(412.44)	(412.44)
As at March 31, 2021	2,961.36	2,961.36
Additions	-	-
Accretion of interest	319.90	319.90
Payments	(442.72)	(442.72)
As at March 31, 2022	2,838.54	2,838.54

(₹ in Lakh)

Particulars	As at March 31, 2022	As at March 31, 2021
Current lease liabilities	2,705.14	2,835.10
Non-current lease liabilities	133.40	126.26
Total	2,838.54	2,961.36

The details regarding the maturity analysis of lease liabilities as at March 31, 2022 and March 31, 2021 on an undiscounted basis:

(₹ in Lakh)

Particulars	As at March 31, 2022	As at March 31, 2021
Within one year	441.15	441.91
After one year but not more than five years	2,380.33	2,761.48
More than five years	1,837.03	1,897.03
Total	4,658.53	5,100.43

Considering the lease term of the leases, the effective interest rate for lease liabilities is 11%.

The Company does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.

The following are the amounts recognised in profit or loss:

(₹ in Lakh)

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Depreciation expense of right-of-use assets	310.86	308.59
Interest expense on lease liabilities	319.90	332.61
Total amount recognised in Statement of Profit or loss	630.76	641.20

Notes forming part of the standalone financial statements

5. Non-current financial assets- Investments

(₹ in Lakh)

	As at March 31, 2022	As at March 31, 2021
A. Investment carried at cost		
i) Investment in equity shares of subsidiary companies		
Max Speciality Films Limited	-	11,547.82
Nil (March 31, 2021 - 21,382,186) Equity shares of ₹ 10 each fully paid up		
Max Estates Limited	7,791.00	7,791.00
77,910,000 (March 31, 2021 - 77,910,000) Equity shares of ₹ 10 each fully paid up		
Max Asset Services Limited (formerly known as Max Learning Limited)	205.00	205.00
2,050,000 (March 31, 2021 - 2,050,000) Equity shares of ₹ 10 each fully paid up		
Max I Limited	5.00	5.00
50,000 (March 31, 2021 - 50,000) Equity shares of ₹ 10 each fully paid up		
ii) Investment in debentures of subsidiary companies (in nature of equity)		
Max Estates Limited	57,164.00	57,164.00
57,164 (March 31, 2021 - 57,164) Zero Coupon Compulsory Convertible Debentures of ₹ 100,000 each fully paid up#		
Max Asset Services Limited	2,214.00	2,214.00
2,214 (March 31, 2021 - 2,214) Zero Coupon Compulsory Convertible Debentures of ₹ 100,000 each fully paid up##		
iii) Investment in subsidiaries arising on account of fair valuation of debentures given below market rate		
Max I Limited	2,052.55	2,052.55
Equity portion of 51 (March 31, 2021 - 51) Zero Coupon Non Convertible Debentures of ₹ 100,000 each fully paid up (net of deferred tax)		
iv) Additional investment in Max Towers Private Limited *	156.75	156.75
v) Additional investment in Max Estates Limited *	102.26	61.03
vi) Additional investment in Max Square Limited *	48.62	18.71
vii) Additional investment in Max Asset Services Limited	8.72	1.69
viii) Additional investment in Pharmax Corporation Limited *	4.07	-
B. Investment carried at amortised cost		
i) Investment in debentures of subsidiary company		
Max I Limited	50.37	45.43
51 (March 31, 2021 - 51) Zero Coupon Non Convertible Debentures of ₹ 100,000 each fully paid up		

Notes forming part of the standalone financial statements

(₹ in Lakh)

	As at March 31, 2022	As at March 31, 2021
C. Investment carried at fair value		
ii) Investment in equity shares		
Max Speciality Films Limited	12,214.96	-
4,192,585 (March 31, 2021 - Nil) Equity shares of ₹ 10 each fully paid up		
Total Investments	82,017.31	81,262.98
Aggregate book value of unquoted investments	82,017.31	81,262.98
Aggregate book value of quoted investments	-	-
Aggregate amount of impairment in value of investments	-	-

57,164 (March 31, 2021 - 57,164) Zero coupon compulsory convertible debentures remain outstanding as on the expiry of 24 months and 60 months from the date of their issue respectively and allotment shall be compulsory converted into 5,716,400,000 equity shares

2,214 (March 31, 2021 - 2,214) Zero coupon compulsory convertible debentures remain outstanding 60 months from the date of their issue and allotment shall be compulsory converted into 22,140,000 equity shares

* Additional investments include guarantee given by the Company on behalf of its subsidiary and step down subsidiaries, Max Estates Limited -loan of ₹ 3,793.64 Lakh (March 31, 2021: ₹ 3,859.23 Lakh) (Sanctioned Limit as at March 31, 2022 and March 31, 2021- ₹ 4,500.00 Lakh) from ICICI Bank, Max Towers Private Limited -loan of ₹ 7,932.18 Lakh (March 31, 2021: ₹ 8,213.07 Lakh) (Sanctioned limit as at March 31, 2022 and March 31, 2021: ₹11,700.00 Lakh) from ICICI Bank Limited, Pharmax Corporation Limited -loan of ₹ 795.38 Lakh (March 31, 2021: ₹ Nil) (Sanctioned limit as at March 31, 2022 and March 31, 2021: ₹6,500.00 Lakh and Nil respectively) from IDFC First Bank Limited and Max Square Limited -loan of ₹ 12,855.95 Lakh (March 31, 2021: ₹ 2,945.00) (Sanctioned Limit as at March 31, 2022 and March 31, 2021- ₹ 24,000.00 Lakh from IndusInd Bank) respectively. Also refer Note 27.

Non-current financial assets- others**6. Other financial assets**

(₹ in Lakh)

Particulars	As at March 31, 2022	As at March 31, 2021
Security deposits {refer note 34(b)}	99.99	91.93
	99.99	91.93

7. Other bank balances

(₹ in Lakh)

Particulars	As at March 31, 2022	As at March 31, 2021
Deposits with remaining maturity of more than 12 months	-	0.35
	-	0.35

8. Non-current tax assets

(₹ in Lakh)

Particulars	As at March 31, 2022	As at March 31, 2021
Advance tax and TDS recoverable (net of provision for taxes)	258.83	132.78
	258.83	132.78

Notes forming part of the standalone financial statements

9. Current financial assets

9(i) Trade receivables

(₹ in Lakh)

	As at March 31, 2022	As at March 31, 2021
Unsecured and considered good		
Trade receivable from related parties	180.11	300.83
	180.11	300.83

Trade Receivables are non-interest bearing and have average credit period of 60 days. No trade or other receivable are due from directors or others officers of the Company either severally or jointly with any other person. The sales to related parties are made on terms equivalent to those that prevail in arm's length transactions. Refer note 34(b)

Ageing Schedule on March 31, 2022

(₹ in Lakh)

Particulars	Current but not due	Outstanding for following periods from due date of payment					Total
		Less than 6 month	6 Months - 1 year	1-2 years	2-3 years	More than 3 years	
(I) Undisputed Trade receivables-considered good	-	147.43	23.20	0.29	3.19	6.00	180.11
(ii) Undisputed Trade receivables-Which have significant in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade receivables-Credit impaired	-	-	-	-	-	-	-
(iv) Undisputed Trade receivables-considered good	-	-	-	-	-	-	-
(v) Disputed Trade receivables-which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade receivables-credit Impaired	-	-	-	-	-	-	-
Total	-	147.43	23.20	0.29	3.19	6.00	180.11

Ageing Schedule on March 31, 2021

(₹ in Lakh)

Particulars	Current but not due	Outstanding for following periods from due date of payment					Total
		Less than 6 month	6 Months - 1 year	1-2 years	2-3 years	More than 3 years	
(I) Undisputed Trade receivables-considered good	-	217.84	46.55	30.44	-	6.00	300.83
(ii) Undisputed Trade receivables-Which have significant in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade receivables-Credit impaired	-	-	-	-	-	-	-
(iv) Undisputed Trade receivables-considered good	-	-	-	-	-	-	-
(v) Disputed Trade receivables-which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade receivables-credit Impaired	-	-	-	-	-	-	-
Total	-	217.84	46.55	30.44	-	6.00	300.83

Notes forming part of the standalone financial statements

9(ii) Current investments

(₹ in Lakh)

Particulars	As at March 31, 2022	As at March 31, 2021
Axis Liquid Fund - Direct - Growth	323.57	-
Face value - ₹ 10 (March 31, 2022 - Units - 13,691.6760, NAV - 2,364.0819) (March 31, 2021 - Units - Nil)		
Aditya Birla Sun Life Liquid Fund - Direct - Growth	484.68	-
Face value - ₹ 10 (March 31, 2022 - Units - 1,41,255.0570, NAV - 343.1252) (March 31, 2021 - Units - Nil)		
SBI Liquid Fund - Direct - Growth	260.69	-
Face value - ₹ 10 (March 31, 2022 - Units - 7,821.2660, NAV - 3,333.0896) (March 31, 2021 - Units - Nil)		
UTI Liquid Cash Plan - Direct - Growth	2,314.16	-
Face value - ₹ 10 (March 31, 2022 - Units - 66,345.4250, NAV - 3,488.0423) (March 31, 2021 - Units - Nil)		
DSP Liquid Fund - Direct - Growth	8.04	
Face value - ₹ 10 (March 31, 2022 - Units - 3,042.9873, NAV - 3,042.9873) (March 31, 2021 - Units - Nil)		
	3,391.14	-

9(iii) Cash and cash equivalents

(₹ in Lakh)

Particulars	As at March 31, 2022	As at March 31, 2021
Balances with banks:		
- Current accounts	153.28	28.13
Cash on hand	0.37	0.46
	153.65	28.59

9(iv) Other bank balance

(₹ in Lakh)

Particulars	As at March 31, 2022	As at March 31, 2021
Deposits with original maturity of more than three months and remaining maturity less than twelve months	37,732.62	1,639.19
	37,732.62	1,639.19

9(v) Loans (unsecured and considered good, unless otherwise stated)

(₹ in Lakh)

Particulars	As at March 31, 2022	As at March 31, 2021
(Unsecured and considered good)		
Loans to related parties*	3,975.96	3,777.76
(Unsecured and considered doubtful)		
Loans to related parties- credit impaired	1,062.00	1,062.00
Provision for doubtful loan	(1,062.00)	(1,062.00)
	3,975.96	3,777.76

* Loan given to related parties is repayable on demand and carries interest rate of 9.25%. During previous year, loan alongwith accrued interest, given to Max Estates, has been converted into CCD's of ₹ 20,200 Lakh. Also refer note 34(b).

Notes forming part of the standalone financial statements

9(vi) Other financial assets (unsecured and considered good)

(₹ in Lakh)

Particulars	As at March 31, 2022	As at March 31, 2021
Interest accrued on deposits with bank	299.87	2.64
Interest accrued on loans {refer note 34(b)}	-	2.52
Other receivables #	8.32	7.97
	308.19	13.13

Other receivables includes ₹ 8.32 Lakh (net) (March 31, 2021: ₹ 7.97 Lakh) from related parties. Refer note 34 (b).

Break up of financial assets carried at amortised cost

(₹ in Lakh)

Particulars	As at March 31, 2022	As at March 31, 2021
i Trade receivables	180.11	300.83
ii Cash and cash equivalents	153.65	28.59
iii Other bank balances (current and non current)	37,732.62	1,639.54
iv Loans (current and non current)	4,075.95	3,869.69
	42,142.33	5,838.65

10. Other current assets (unsecured and considered good)

(₹ in Lakh)

Particulars	As at March 31, 2022	As at March 31, 2021
Advance to vendors		
- related parties {refer note 34(b)}	15.98	-
- others	10.43	0.78
Prepaid expenses	16.28	16.47
Balance with government authorities	53.15	19.19
	95.84	36.44

11. (i) Equity share capital

a) Authorized share capital

(₹ in Lakh)

Particulars	As at March 31, 2022	As at March 31, 2021
150,000,000 (March 31, 2021 - 150,000,000) equity shares of ₹10/- each	15,000.00	15,000.00
	15,000.00	15,000.00
Issued, subscribed and fully paid-up		
146,946,648 (March 31, 2021 - 146,624,062) equity shares of ₹10/- each fully paid up	14,694.66	14,662.41
Total issued, subscribed and fully paid-up share capital	14,694.66	14,662.41

Notes forming part of the standalone financial statements

b) Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

Equity shares	March 31, 2022		March 31, 2021	
	No. of shares	(₹ in Lakh)	No. of shares	(₹ in Lakh)
At the beginning of the year	14,66,24,062	14,662	14,66,24,062	14,662.41
Add: Shares issued for stock options exercised (Refer note no 30.1)	3,22,586	32.26	-	-
Add: Shares issued during the year	-	-	-	-
At the end of the year	14,69,46,648	14,694.66	14,66,24,062	14,662.41

c) Terms and rights attached to equity shares

The Company has only one class of equity shares having a par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividend if any, proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

d) Details of shareholders holding more than 5% shares in the Company

Name of the Shareholder	March 31, 2022		March 31, 2021	
	No. of shares	% held	No. of shares	% held
Equity shares of ₹ 10 each fully paid-up				
Max Ventures Investment Holdings Private Limited.	3,46,69,346	23.59%	4,93,37,874	33.65%
Siva Enterprises Private Limited	3,38,14,573	23.01%	1,91,46,045	13.06%
New York Life International Holdings Limited	3,12,82,950	21.34%	3,12,82,950	21.34%

e) Shareholding pattern of the Promoter and Promoter Group

Details of shares held by promoters- Equity shares of ₹10 each fully paid

As at 31 March 2022

S. No.	Promoter Name	No. of shares at the beginning of the year	Change during the year	No. of shares at the end of the year	% of Total Shares	% change during the year
(i)	Ravi Vachani	73,477	-	73,477	0.05%	-
(ii)	Neelu Analjit Singh	47,501	-	47,501	0.03%	-
(iii)	Analjit Singh	41,41,481	-	41,41,481	2.82%	-
(iv)	Piya Singh	52,407	-	52,407	0.04%	-
(v)	Tara Singh Vachani	47,501	-	47,501	0.03%	-
(vi)	Max Ventures Investment Holding Private Limited	4,93,37,874	(1,46,68,528)	3,46,69,346	23.59%	-10.06%
(vii)	Siva Enterprises Private Limited	1,91,46,045	1,46,68,528	3,38,14,573	23.01%	9.95%
	Total	7,28,46,286	0	7,28,46,286	50%	-

Notes forming part of the standalone financial statements

Details of shares held by promoters- Equity shares of ₹10 each fully paid

As at 31 March 2021

S. No.	Promoter Name	No. of shares at the beginning of the year	Change during the year	No. of shares at the end of the year	% of Total Shares	% change during the year
(i)	Ravi Vachani	73,477	-	73,477	0.05%	-
(ii)	Neelu Analjit Singh	47,501	-	47,501	0.03%	-
(iii)	Analjit Singh	41,41,481	-	41,41,481	2.82%	-
(iv)	Piya Singh	52,407	-	52,407	0.04%	-
(v)	Tara Singh Vachani	47,501	-	47,501	0.03%	-
(vi)	Max Ventures Investment Holding Private Limited	4,93,37,874	-	4,93,37,874	33.65%	-
(vii)	Siva Enterprises Private Limited	1,91,46,045	-	1,91,46,045	13.06%	-
	Total	7,28,46,286	0	7,28,46,286	50%	-

f) Aggregate number of shares issued for consideration other than cash during the period of five years immediately preceding the reporting date

During the financial year 2015-16, existing shareholders of Max Financial Services Limited (erstwhile Max India Limited) were allotted shares in the ratio of 1:5 in Max Ventures and Industries Limited i.e. 53,300,555 equity shares under the scheme of demerger without any consideration in cash. The Company issued 96,245 Equity shares on exercise of options granted under the Employee Stock Option Plan 2006 of Max Financial Services Limited under the Corporate Restructuring plan.

The Company has issued 322,586 equity shares during the year ended March 31, 2022 and NIL equity shares during the year ended March 31, 2021 on exercise of options granted under the Employee Stock Option Plan 2016 of Max Ventures and Industries Limited. For details refer note 30.1.

11. (ii) Other equity

(₹ in Lakh)

	As at March 31, 2022	As at March 31, 2021
Capital reserve (refer note a below)	13,042.52	13,042.52
Securities premium account (refer note b below)	50,086.74	50,033.05
Employee stock options outstanding (refer note c below)	159.88	126.44
Retained earnings (refer note d below)	47,171.18	8,762.08
	1,10,460.32	71,964.09

Notes:

(₹ in Lakh)

	As at March 31, 2022	As at March 31, 2021
a) Capital reserve		
Balance as at the end of the year	13,042.52	13,042.52
	13,042.52	13,042.52
b) Securities premium account		
At the beginning of the year	50,033.05	50,033.05
Add: premium on issue of employee stock options	53.69	-
	50,086.74	50,033.05

Notes forming part of the standalone financial statements

(₹ in Lakh)

	As at March 31, 2022	As at March 31, 2021
c) Employee stock options outstanding (refer note 30.1)		
At the beginning of the year	126.44	51.02
Add: expenses recognized during the year	88.11	98.25
Less: Expiry of share options under ESOP scheme	(54.67)	(22.83)
	159.88	126.44
d) Retained earnings		
At the beginning of the year	8,762.08	8,034.09
Add: Profit for the year	38,345.50	697.55
Add: Expiry of share option under ESOP scheme	54.67	22.83
Add: Other comprehensive income for the year (net of tax)	8.93	7.61
	47,171.18	8,762.08

Nature and purpose of reserves**a) Capital reserve**

The Company recognises profit or loss on purchase, sale issue or cancellation of the Company's own equity instruments to Capital Reserve.

b) Securities premium account

Securities Premium reserve is used to record the premium on issue of shares. The reserve can be utilised only for limited purposes such as issuance of bonus shares in accordance with provisions of the Companies Act, 2013.

c) Employee stock options outstanding

The employee stock options based payment reserve is used to recognise the grant date fair value of options issued to employees under Employee Stock Option plan

12. Non current financial liabilities

(₹ in Lakh)

	As at March 31, 2022	As at March 31, 2021
12(i) Lease liabilities		
Lease liability (refer note 4)	2,705.14	2,835.10
	2,705.14	2,835.10
12(ii) Other financial liabilities		
Security deposits	20.00	14.99
	20.00	14.99

13. Long term provision

(₹ in Lakh)

	As at March 31, 2022	As at March 31, 2021
Provision for employee benefits		
Provision for gratuity (refer note 30.0)	39.95	42.63
	39.95	42.63



Notes forming part of the standalone financial statements

14. Other non-current liabilities

(₹ in Lakh)

	As at March 31, 2022	As at March 31, 2021
Deferred guarantee income	106.87	120.07
	106.87	120.07

15. Deferred tax assets / (liability) (net)

(₹ in Lakh)

	As at March 31, 2022	As at March 31, 2021
Effect of expenditure debited to the statement of profit and loss in the current year/earlier years but allowed for tax purposes in following years	(1,793.92)	115.24
	(1,793.92)	115.24
Less: Accelerated depreciation for tax purposes	-	1.18
	-	1.18
Deferred tax assets / (liability) (net)	(1,793.92)	114.06

16. Current financial liabilities

(i) Lease liabilities

(₹ in Lakh)

	As at March 31, 2022	As at March 31, 2021
Lease liability (refer note 4)	133.40	126.26
	133.40	126.26

(ii) Trade payables

(₹ in Lakh)

	As at March 31, 2022	As at March 31, 2021
Total outstanding dues of micro and small enterprises*	-	0.83
Total outstanding dues of creditors other than micro and small enterprises	869.96	669.13
	869.96	669.96

Trade payables are non interest bearing and generally have credit term of 60-90 days. Trade payables include due to related parties ₹ 277.56 Lakh (March 31, 2021 - ₹ 224.17 Lakh). Refer note 34(b).

Notes forming part of the standalone financial statements

***Details of dues to Micro and Small Enterprises as per MSMED Act, 2006**

(₹ in Lakh)

	As at March 31, 2022	As at March 31, 2021
The principal amount due and remaining unpaid to any supplier as at the end of each accounting year.	-	0.83
The interest due on unpaid principal amount remaining as at the end of each accounting year.	Nil	Nil
The amount of interest paid by the buyer in terms of Section 16, of the Micro, Small and Medium Enterprise Development Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year.	Nil	Nil
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro, Small and Medium Enterprise Development Act, 2006.	Nil	Nil
The amount of interest accrued and remaining unpaid at the end of each accounting year; and	Nil	Nil
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under Section 23 of the Micro, Small and Medium Enterprise Development Act, 2006	Nil	Nil

Trade payables Ageing Schedule

As at March 31, 2022	Outstanding for following periods from due date of payment				
Particulars	Less than 1 year	1-2 Years	2-3 Years	More than 3 years	Total
Total outstanding dues of micro enterprises and small enterprises	-	-	-	-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises	869.62	0.34	-	-	869.96
Disputed dues of micro enterprises and small enterprises	-	-	-	-	-
Disputed dues of creditors other than micro enterprises and small enterprises	-	-	-	-	-
	869.62	0.34	-	-	869.96

As at March 31, 2021	Outstanding for following periods from due date of payment				
Particulars	Less than 1 year	1-2 Years	2-3 Years	More than 3 years	Total
Total outstanding dues of micro enterprises and small enterprises	0.83	-	-	-	0.83
Total outstanding dues of creditors other than micro enterprises and small enterprises	493.18	175.22	0.01	0.72	669.13
Disputed dues of micro enterprises and small enterprises	-	-	-	-	-
Disputed dues of creditors other than micro enterprises and small enterprises	-	-	-	-	-
	494.01	175.22	0.01	0.72	669.96



Notes forming part of the standalone financial statements

(iii) Other financial liabilities

	As at March 31, 2022	As at March 31, 2021
Security deposit received {refer note 34(b)}	-	55.93
Capital creditors	3.36	3.36
	3.36	59.29

(₹ in Lakh)

17. Other current liabilities

	As at March 31, 2022	As at March 31, 2021
Deferred guarantee	33.08	15.71
Statutory dues {refer note 34(b)}	232.57	33.56
	265.65	49.27

(₹ in Lakh)

17A. Short term provision

	As at March 31, 2022	As at March 31, 2021
Provision for employee benefits		
- Provision for compensated leaves	112.75	116.51
- Provision for gratuity (refer note 30.0)	0.60	0.43
	113.35	116.94

(₹ in Lakh)

18. Revenue from operations

	For the year ended March 31, 2022	For the year ended March 31, 2021
Revenue from contract with customers		
(a) Income from rendering services		
Income from shared services {Refer note 34(a)}	1,620.06	1,514.22
Sub-total (a)	1,620.06	1,514.22
(b) Income from other operating activities		
Interest income on		
- loans to subsidiary companies {Refer note 34(a)}	355.98	1,084.41
- zero coupon non-convertible debentures {Refer note 34(a)}	4.94	355.57
Sub-total (b)	360.92	1,439.98
Total (a+b)	1,980.98	2,954.20

(₹ in Lakh)

1. The performance obligation is satisfied over-time and payment is generally due upon completion of service.
2. Refer note 9(i) for contract balances (trade receivables)

Notes forming part of the standalone financial statements

19. Other income

	(₹ in Lakh)	
	For the year ended March 31, 2022	For the year ended March 31, 2021
Capital gain on stake sale of subsidiary (refer note 39)	38,423.49	-
Interest income on		
- on security deposits	8.05	6.09
- on fixed deposits	382.36	137.67
Gain on mutual fund investments	36.52	1.63
Fair value gain on financial instruments at fair value through profit or loss	9,968.35	-
Amortisation of guarantee fees (refer note 34(a))	24.20	11.24
Interest others	-	13.94
	48,842.97	170.57

20. Employee benefits expense

	(₹ in Lakh)	
	For the year ended March 31, 2022	For the year ended March 31, 2021
Salaries, wages and bonus	773.28	719.84
Contribution to provident and other funds (refer note 30.2)	32.56	29.45
Employee stock option scheme	34.24	70.99
Gratuity expense (refer note 30.0)	11.47	14.50
Staff welfare expenses	15.63	7.91
	867.18	842.69

21. Finance costs

	(₹ in Lakh)	
	For the year ended March 31, 2022	For the year ended March 31, 2021
Interest expense		
- on debt and borrowings	-	-
- on income tax	-	-
- on lease liabilities	319.90	332.61
Bank charges	1.99	0.26
	321.89	332.87

22. Depreciation and amortization expense

	(₹ in Lakh)	
	For the year ended March 31, 2022	For the year ended March 31, 2021
Depreciation of tangible assets (refer note 3)	66.78	61.51
Depreciation of right of use asset (refer note 4)	310.86	308.59
Amortization of intangible assets (refer note 3)	0.77	1.36
	378.41	371.46

Notes forming part of the standalone financial statements

23. Other expenses

(₹ in Lakh)

	For the year ended March 31, 2022	For the year ended March 31, 2021
Insurance	10.81	15.74
Rates and taxes	24.84	4.01
Shared service expenses {refer note 34(a)}	40.00	162.03
Repairs and maintenance- building {refer note 34(a)}	162.84	171.36
Travelling and conveyance {refer note 34(a)}	76.69	43.15
Legal and professional fees (refer note a below) {refer note 34(a)}	493.75	194.88
Directors' sitting fees {refer note 34(a)}	48.00	72.00
CSR expenses (refer note b below)	23.95	25.00
Electricity	8.96	6.86
Net loss on sale/disposal of property, plant and equipment	4.38	-
Miscellaneous expenses	42.18	19.75
	936.40	714.78

Note

(a) Payment to auditor (included in legal and professional fees)

(₹ in Lakh)

	For the year ended March 31, 2022	For the year ended March 31, 2021
As auditor:		
Audit fee	26.78	28.50
Other services (certification fees)	2.20	1.00
Reimbursement of expenses	-	0.06
	28.98	29.56

(b) Details of CSR expenditure

(₹ in Lakh)

	For the year ended March 31, 2022	For the year ended March 31, 2021
Gross amount required to be spent by the Company during the year	23.95	25.00
Amount spent during the year		
i) Construction/acquisition of any asset	-	-
ii) On purposes other than (i) above	23.95	25.00

*There are no ongoing projects as at March 31, 2022 and March 31, 2021

Notes forming part of the standalone financial statements

Details of CSR expenditure:

		(₹ in Lakh)	
		31-Mar-22 ₹ Lakh	31-Mar-21 ₹ Lakh
a)	Gross amount required to be spent by the Company during the year	23.95	25.00
b)	Amount approved by the Board to be spent during the year	23.95	25.00
c)	Amount spent during the year ended on 31 March 2022:	In cash	Yet to be paid in cash
i)	Construction/acquisition of any asset	-	-
ii)	On purposes other than (i) above	23.95	-
			Total
d)	Amount spent during the year ended on 31 March 2021:	In cash	Yet to be paid in cash
i)	Construction/acquisition of any asset	-	-
ii)	On purposes other than (i) above	25.00	-
			Total
e)	Details related to spent / unspent obligations:		
i)	Contribution to Public Trust	-	-
ii)	Contribution to Charitable Trust	23.95	25.00
iii)	Unspent amount in relation to:		
	- Ongoing project	-	-
	- Other than ongoing project	-	-
		23.95	25.00

24. Income Tax

The major components of income tax expense for the year ended March 31, 2022 and March 31, 2021 are :

(a) Statement of profit and loss :

		(₹ in Lakh)	
Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021	
Current income tax :			
Current tax	8,144.59	241.96	
Adjustment of current tax related to earlier years	(75.00)	(50.25)	
Sub total (a)	8,069.59	191.71	
Deferred tax :			
Relating to origination and reversal of temporary differences	1,904.98	(26.29)	
Adjustment of deferred tax related to earlier years	-	-	
Sub total (b)	1,904.98	(26.29)	
Income tax expense charged in the statement of profit and loss (a+b)	9,974.57	165.42	

(b) OCI section :

		(₹ in Lakh)	
Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021	
Deferred tax relating to re-measurement gains on defined benefit plans	(3.00)	(2.56)	
Income tax charged in other comprehensive income	(3.00)	(2.56)	

Notes forming part of the standalone financial statements

- (c) Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate for March 31, 2022 and March 31, 2021:

(₹ in Lakh)

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Accounting profit before tax	48,320.07	862.97
Accounting profit before income tax	48,320.07	862.97
At India's statutory income tax rate of 25.16 % (March 31, 2021: 25.16 %)	12,162.16	251.30
Non-Taxable Income for tax purposes:		
Unwinding of interest on zero coupon non-convertible debentures	(1.24)	(103.54)
Guarantee Fees	(6.09)	(3.27)
Adjustment of earlier year taxes	-	(50.25)
Non-deductible expenses for tax purposes:		
Non deductible tax expense	405.74	20.67
Others	11.98	50.51
Items taxed at different rate	(2,597.98)	-
At the effective income tax rate	9,974.57	165.42
Income tax expense reported in the statement of profit and loss	9,974.57	165.42
Total tax expense	9,974.57	165.42

Deferred tax relates to the following:

(₹ in Lakh)

	As at March 31, 2022	As at March 31, 2021
Deferred tax liabilities		
Accelerated depreciation for tax purposes	-	1.18
Gross deferred tax liabilities (a)	-	1.18
Deferred tax assets		
Effect of expenditure debited to the statement of profit and loss in the current year/earlier years but allowed for tax purposes in following years	(1,793.92)	115.24
Gross deferred tax assets (b)	(1,793.92)	115.24
MAT credit (c)	-	-
Deferred tax liability/ (asset) (net) (a-b-c)	1,793.92	(114.06)

Reconciliation of deferred tax liabilities/(asset) (net):

(₹ in Lakh)

Particulars	March 31, 2022	March 31, 2021
Opening balance as of 1st April	(114.06)	(89.86)
Tax expense during the period recognised in the statement of profit or loss	1,904.98	(26.29)
Tax expense during the period recognised in OCI	3.00	2.09
Closing balance	1,793.92	(114.06)

The company offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.

Notes forming part of the standalone financial statements

25. Components of Other comprehensive income

	(₹ in Lakh)	
	For the year ended March 31, 2022	For the year ended March 31, 2021
Re-measurement losses on defined benefit plans (refer note 30.0)	11.93	10.17
Income tax effect	(3.00)	(2.56)
	8.93	7.61

26. Earnings per share

	(₹ in Lakh)	
	For the year ended March 31, 2022	For the year ended March 31, 2021
Basic EPS		
Profit after tax (₹ in Lakh)	38,345.50	697.55
Net profit for calculation of Basic EPS	38,345.50	697.55
Weighted average number of equity shares outstanding during the year (Nos.)	14,67,64,614	14,66,24,062
Basic earnings per share (₹)	26.13	0.48
Dilutive EPS		
Profit after tax (₹ in Lakh)	38,345.50	697.55
Weighted average number of equity shares outstanding during the year for dilutive earnings per share (Nos.)	14,74,45,417	14,71,69,639
Diluted earnings per share (₹)	26.01	0.47
Weighted average number of equity shares outstanding during the year for dilutive earnings per share (Nos.)		
Weighted average number of equity shares outstanding during the year (Nos.)	14,67,64,614	14,66,24,062
Add: Employee stock option plan	6,80,802	5,45,577
	14,74,45,417	14,71,69,639

27. Commitments and Contingencies

(i) Financial guarantee

	(₹ in Lakh)	
	As at March 31, 2022	As at March 31, 2021
Guarantees to banks against credit facilities extended to group companies	25,377.15	18,017.30

Guarantee given by the Company on behalf of its subsidiary and step down subsidiaries, Max Estates Limited -loan of ₹ 3,793.64 Lakh (March 31, 2021: ₹ 3,859.23 Lakh) (Sanctioned Limit as at March 31, 2022 and March 31, 2021- ₹ 4,500.00 Lakh) from ICICI Bank, Max Towers Private Limited -loan of ₹ 7,932.18 Lakh (March 31, 2021: ₹ 8,213.07 Lakh) (Sanctioned limit as at March 31, 2022 and March 31, 2021: ₹11,700.00 Lakh) from ICICI Bank Limited, Pharmax Corporation Limited -loan of ₹ 795.38 Lakh (March 31, 2021: ₹ Nil) (Sanctioned limit as at March 31, 2022 and March 31, 2021: ₹6,500.00 Lakh and Nil respectively) from IDFC First Bank Limited and Max Square Limited -loan of ₹ 12,855.95 Lakh (March 31, 2021: ₹ 2,945.00) (Sanctioned Limit as at March 31, 2022 and March 31, 2021- ₹ 24,000.00 Lakh from IndusInd Bank) respectively.

(ii) There are no material contingent liabilities or capital commitments as at 31 March 2022 and 31 March 2021.

Notes forming part of the standalone financial statements

28. Investment in subsidiaries

- (a) These Ind AS financial statements are separate financial statements prepared in accordance with Ind AS-27 "Separate Financial Statements".
- (b) The Company's investments in subsidiaries are as under:

Name of the Subsidiary	Principal place of business/ country of incorporation	Portion of ownership interest as at March 31, 2022	Portion of ownership interest as at March 31, 2021	Method used to account for the investment
Max Speciality Films Limited	India	NA*	51%	Refer Note 5
Max Estates Limited	India	100%	100%	Refer Note 5
Max Asset Services Limited	India	100%	100%	Refer Note 5
Max I. Limited	India	100%	100%	Refer Note 5

* Also refer note 39

29. There are no contracts remaining to be executed on capital account, which is not provided for as at March 31, 2022 (March 31, 2021: ₹ Nil)

30. Gratuity (Unfunded)

The Company has a defined benefit gratuity plan. Under Gratuity Plan, every employee who has completed five years or more of service gets a gratuity on departure at 15 days of last drawn salary for each completed year of service.

The gratuity plan is governed by the Payment of Gratuity Act, 1972. Under the act, employee who has completed five years of service is entitled to specific benefit. The level of benefits provided depends on the member's length of service and salary at retirement age.

Description of Risk exposures

Valuations are based on certain assumptions, which are dynamic in nature and vary over time. As such company is exposed to various risks as follow:

- Salary Increases**- Actual salary increases will increase the Plan's liability. Increase in salary increase rate assumption in future valuations will also increase the liability.
- Discount Rate** : Reduction in discount rate in subsequent valuations can increase the plan's liability.
- Mortality & disability** – Actual deaths & disability cases proving lower or higher than assumed in the valuation can impact the liabilities.

Notes forming part of the standalone financial statements

The following tables summarise the components of net benefit expense recognised in the statement of profit or loss and amounts recognised in the balance sheet for the respective plans:

	(₹ in Lakh)	
	As at March 31, 2022	As at March 31, 2021
a) Changes in present value of defined benefit obligation		
Defined benefit obligation at the beginning of the year	43.06	38.73
Interest cost	2.92	2.62
Current service cost	8.55	11.88
Benefit paid	(2.05)	-
Acquisition adjustment	-	-
Remeasurement of gain in other comprehensive income	(11.93)	(10.17)
Defined benefit obligation at year end	40.55	43.06
b) Net defined benefit liability recognized in the balance sheet		
Present value of defined benefit obligation	40.55	43.06
Amount recognized in balance sheet- (liability)	(40.55)	(43.06)
Current	0.60	0.43
Non current	39.95	42.63
	40.55	43.06
c) Net defined benefit expense (recognized in the statement of profit and loss for the year)		
Current service cost	8.55	11.88
Interest cost on benefit obligation	2.92	2.62
Net defined benefit expense debited to statement of profit and loss	11.47	14.50
d) Other comprehensive income		
Actuarial changes arising from changes in demographic assumptions	-	-
Actuarial changes arising from changes in financial assumptions	(2.91)	(0.22)
Actuarial changes arising from changes in experience adjustments	(9.02)	(9.95)
	(11.93)	(10.17)
e) Principal assumptions used in determining defined benefit obligation		
Discount rate	7.26%	6.79%
Future Salary Increase	10.00%	10.00%
Mortality Rate (% of IALM 12-14)	100.00%	100.00%
f) Quantitative sensitivity analysis for significant assumptions is as below:		
Increase / (decrease) on present value of defined benefits obligations at the end of the year		
<u>Discount rate</u>		
Increase by 0.50%	(2.84)	(3.32)
Decrease by 0.50%	3.11	3.67
<u>Salary growth rate</u>		
Increase by 0.50%	0.39	1.23
Decrease by 0.50%	(0.38)	(1.60)
g) The following payments are expected contributions to the defined benefit plan in future years		
Within the next 12 months (next annual reporting period)	0.60	0.43
Between 2 and 5 years	1.96	6.24
Beyond 5 Years	37.99	40.72

Notes forming part of the standalone financial statements

- h) The average duration of the defined benefit plan obligation at the end of the reporting period is 19.36 Years (March 31, 2021 : 20.13 years)
- i) The estimates of rate of escalation in salary considered in actuarial valuation are after taking into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market. The above information is as certified by the Actuary.
- j) Discount rate is based on the prevailing market yields of Indian Government securities as at the balance sheet date for the estimated term of the obligations.
- k) The sensitivity analysis above have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period.

Risk Exposure

Valuations are performed on certain basic set of pre-determined assumptions and other regulatory framework which may vary over time. Thus, the Company is exposed to various risks in providing the above gratuity benefit which are as follows:

Interest Rate risk: The plan exposes the Company to the risk of fall in interest rates. A fall in interest rates will result in an increase in the ultimate cost of providing the above benefit and will thus result in an increase in the value of the liability (as shown in financial statements).

Liquidity Risk: This is the risk that the Company is not able to meet the short-term gratuity payouts. This may arise due to non availability of enough cash / cash equivalent to meet the liabilities or holding of illiquid assets not being sold in time.

Salary Escalation Risk: The present value of the defined benefit plan is calculated with the assumption of salary increase rate of plan participants in future. Deviation in the rate of increase of salary in future for plan participants from the rate of increase in salary used to determine the present value of obligation will have a bearing on the plan's liability.

Demographic Risk: The Company has used certain mortality and attrition assumptions in valuation of the liability. The Company is exposed to the risk of actual experience turning out to be worse compared to the assumption.

30.1 Employee Stock Option Plan

Employee Stock Option Plan – 2006 (“the 2006 Plan”):

Pursuant to the Scheme of demerger, with respect to the employee's stock options granted by the demerged company i.e. Max Financial Services Limited (MFS) to its employees (irrespective of whether they continue to be employees of MFS or become employees of the Company) shall be allotted one stock option by the Company under the new ESOP scheme for every five stock option held in MFS. Accordingly, ESOP outstanding as on the effective date in MFS shall be allocated between the demerged company and resulting companies. Accordingly, 500,712 stock options were granted to the employees of MFS and outstanding as on Effective date i.e. January 15, 2016 are eligible for stock options under new ESOP scheme on similar terms and conditions. Further, the Nomination and Remuneration Committee, in its meeting held on March 23, 2018, granted 193,570 stock options to certain employees effective from April 1, 2018 under the 2006 Plan.

Notes forming part of the standalone financial statements

The details of activity under the scheme are summarized below:

Particulars	March 31, 2022		March 31, 2021	
	Number of options	Weighted Average exercise price (₹)	Number of options	Weighted Average exercise price (₹)
Outstanding at the start of the year	10,86,712	18.45	1,93,570	67.40
Options granted during the year	1,32,723	32.27	9,76,032	12.90
Lapsed during the year	67,693	12.90	82,890	67.40
Exercised during the year	3,22,586	26.90	-	-
Outstanding at the end	8,29,156	17.83	10,86,712	18.45
Exercisable at the end	-	-	1,10,680	67.40

For options exercised during the year, the weighted average share price at the exercise date was 26.90 (March 31, 2021: Nil) per share.

The weighted average remaining contractual life for the stock options outstanding as at March 31, 2022 and March 31, 2021 are as follows:

Date of grant	March 31, 2022		March 31, 2021	
	Number of options	Weighted average remaining life in years	Number of options	Weighted average remaining life in years
01-04-2018 (Grant Type I)	-	-	55,103	1.00
01-04-2018 (Grant Type II)	27,788	0.50	55,577	1.50
04-06-2020 (Grant Type III)	6,68,645	2.17	9,76,032	3.68
11-06-2021 (Grant Type IV)	1,20,044	3.17	-	-
02-07-2021 (Grant Type V)	12,679	3.17	-	-

The Company has constituted an Employee Stock Option Plan - 2016 which have been approved by the Board in the meeting held on 9th August 2016 and by shareholders of the Company in its annual general meeting held on September 27, 2016 based on similar terms and conditions to the relevant ESOP plan of MFSL. During the year ended March 31, 2022,

Nil (March 31, 2021 - Nil) number of stock options were exercised by the aforesaid option holders. The 2016 Plan provides for grant of stock options aggregating not more than 5% of number of issued equity shares of the Company to eligible employees of the Company. Further, the Company extended the ESOP plan to directors and employees of its subsidiaries by obtaining approval of the shareholders in its annual general meeting held on September 24, 2019. The 2016 Plan is administered by the Nomination and Remuneration Committee constituted by the Board of Directors.

The 2016 Plan gives an option to the employee to purchase the share at a price determined by Nomination and Remuneration committee (NRC) subject to minimum par value of shares (₹ 10/-). The Company has valued Employee Stock Option outstanding as at year end presuming all the employees will exercise their option in favor of equity settlement based on trend.

30.2 Provident Fund

The Company is participating in a provident fund trust "Max Financial Services Limited Employees Provident Trust Fund" which is a common fund for Max India Limited and its affiliates, which is managed by Max Financial Services Limited. The provident fund trust requires that interest shortfall shall be met by the employer, accordingly it has been considered as a defined benefit plan as per Ind AS-19.

The interest rate payable to the members of the Trust shall not be lower than the statutory rate of interest declared by the

Notes forming part of the standalone financial statements

Central government under the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, and shortfall, if any, shall be made good by the Company.

The Actuarial Society of India has issued the final guidance for measurement of provident fund liabilities. The actuary has accordingly provided a valuation for "Max Financial Services Limited Employees Provident Trust Fund" which is a common fund for Max Financial Services Limited and its affiliates based on assumptions provided below.

The details of fund and plan asset position as at March 31, 2022 and March 31, 2021 as per the actuarial valuation of active members are as follows:

	(in ₹ Lakh)	
	March 31, 2022	March 31, 2021
Plan assets at year end at fair value	599.40	520.28
Present value of defined benefit obligation at period/year end	595.30	517.61
Surplus as per actuarial certificate	4.10	2.67
Shortfall recognized in balance sheet	-	-
Active members as at year end (Nos.)	9	10

Assumptions used in determining the present value obligation of the interest rate guarantee under the deterministic approach:

	March 31, 2022	March 31, 2021
Discount rate	5.56%	5.18%
Yield on existing funds	8.10%	8.51%
Expected guaranteed interest rate	8.10%	8.50%

Contribution to Defined benefit Plan, recognized as expense for the year is as under:

	(in ₹ Lakh)	
	March 31, 2022	March 31, 2021
Employer's Contribution towards Provident Fund (PF)	32.56	29.45
	32.56	29.45

31. Segment information

As the Company's business activity primarily falls within a single business and geographical segment, thus there are no additional disclosures to be provided under Ind AS 108 - "Operating Segment". The management considers that having investments in various subsidiaries and providing shared services to group companies constitutes single business segment, since the risk and reward from these services are not different from one another. The Company has 3 major customers contributing to 10% or more of total amount of revenue.

Non - current operating assets

The company has non- current operating assets within India only. Hence, separate figures for domestic as well as overseas market are not required to be furnished.

Notes forming part of the standalone financial statements

32. A. Fair value of financial instruments

The comparison of carrying value and fair value of financial instruments by categories that are not measured at fair value are as follows:

(₹ in Lakh)

Category	Carrying value		Fair Value	
	March 31, 2022	March 31, 2021	March 31, 2022	March 31, 2021
1) Financial asset at amortized cost				
Non-Current				
Investments (refer note 5)	50.37	45.43	50.37	45.43
Loans (refer note 6)	99.99	91.93	99.99	91.93
Current				
Loans {refer note 9 (v)}	3,975.96	3,777.76	3,975.96	3,777.76
Other financial assets {refer note 9 (vi)}	308.19	13.13	308.19	13.13
2) Financial liabilities at amortized cost				
Non-Current				
Security deposits {refer note 12(ii)}	20.00	14.99	20.00	14.99
Current				
Other financial liabilities {refer note 16 (iii)}	3.36	59.29	3.36	59.29

Investment in equity shares of subsidiaries are measured at cost as per Ind AS 27- "Separate Financial Statements" and are not required to be disclosed here.

The management assessed that carrying value of trade receivables, cash and cash equivalents, other bank balances, loans and advances to related parties, interest receivable, trade payables, capital creditors are considered to be the same as their fair values, due to their short term nature.

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

Long Term Fixed-rate borrowings are evaluated by the Company based on parameters such as interest rates, specific country risk factors, individual creditworthiness of the customer and the risk characteristics of the financed project. Based on this evaluation, allowances are taken into account for the expected credit losses of these receivables.

The fair value of non - current investment, loans taken, other financial assets and other financial liabilities are estimated by discounting future cash flows using rates currently available for debt on similar terms, credit risk and remaining maturities. The valuation requires management to use observable inputs in the model, of which the significant observable inputs is the market rate of interest of 9.5%-11%. Management regularly assesses a range of reasonably possible alternatives for those significant observable inputs and determines their impact on the total fair value.

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B. Fair value hierarchy

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

Level 1: quoted (unadjusted) prices in active markets for identical assets or liabilities

Level 2: other techniques for which all inputs that have a significant effect on the recorded fair value are observable, either directly or indirectly

Level 3: techniques that use inputs that have a significant effect on the recorded fair value that are not based on observable market data

(i) Quantitative disclosure of fair value measurement hierarchy for financial assets as on March 31, 2022

(₹ in Lakh)

Particulars	As at March 31, 2022	Fair value		
		Level 1	Level 2	Level 3
Non-Current				
Investments (refer note 5)	50.37	-	50.37	-
Loans (refer note 6)	99.99	-	99.99	-
Investments (refer note 5)	12,214.96	12,214.96	-	-
Current				
Loans {refer note 9 (v)}	3,975.96	-	3,975.96	-
Investments {refer note 9(ii)}	3,391.14	3,391.14	-	-
Other financial assets {refer note 9 (vi)}	308.19	-	308.19	-

(ii) Quantitative disclosure of fair value measurement hierarchy for financial assets as on March 31, 2021

(₹ in Lakh)

Particulars	As at March 31, 2021	Fair value		
		Level 1	Level 2	Level 3
Non-Current				
Investments (refer note 5)	45.43	-	4,584.84	-
Loans (refer note 6)	91.93	-	31.56	-
Current				
Loans {refer note 9 (v)}	3,777.76	-	18,847.91	-
Other financial assets (refer note 9 (vi))	13.13	-	117.72	-

(iii) Quantitative disclosure of fair value measurement hierarchy for financial liabilities as on March 31, 2022

(₹ in Lakh)

Particulars	As at March 31, 2022	Fair value		
		Level 1	Level 2	Level 3
Non-Current				
Security deposits {refer note 12(ii)}	20.00	-	20.00	-
Current				
Other financial liabilities {refer note 16 (iii)}	3.36	-	3.36	-

Notes forming part of the standalone financial statements

(iv) Quantitative disclosure of fair value measurement hierarchy for financial liabilities as on March 31, 2021

(₹ in Lakh)

Particulars	As at March 31, 2021	Fair value		
		Level 1	Level 2	Level 3
Non-Current				
Security deposits {refer note 12(ii)}	14.99	-	14.99	-
Current				
Other financial liabilities {refer note 16 (iii)}	59.29	-	103.67	-

33. Financial risk management objectives and policies

The Company has instituted an overall risk management programme which also focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on the Company's financial performance. The Corporate Finance department, evaluates financial risks in close co-operation with the various stakeholders. The Company is exposed to capital risk, market risk, credit risk and liquidity risk. These risks are managed pro-actively by the Senior Management of the Company, duly supported by various Groups and Committees.

a) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company employees prudent liquidity risk management practices which inter alia means maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities. Given the nature of the underlying businesses, the corporate finance maintains flexibility in funding by maintaining availability under committed credit lines and this way liquidity risk is mitigated by the availability of funds to cover future commitments. Cash flow forecasts are prepared not only for the entities but the Group as a whole and the utilized borrowing facilities are monitored on a daily basis and there is adequate focus on good management practices whereby the collections are managed efficiently. The Company while borrowing funds for large capital project, negotiates the repayment schedule in such a manner that these match with the generation of cash on such investment.

The table below represents the maturity profile of Company's financial liabilities at the end of March 31, 2022 and March 31, 2021 based on contractual undiscounted payments :-

(₹ in Lakh)

March 31, 2021	0-1 Years	1-5 Years	More than 5 Years	Total
Trade payable	669.96	-	-	669.96
Other financial liabilities	59.29	-	-	59.29
Security deposit	-	14.99	-	14.99
March 31, 2022				
Trade payable	869.96	-	-	869.96
Other financial liabilities	3.36	-	-	3.36
Security deposit	-	20.00	-	20.00

Notes forming part of the standalone financial statements

The non-current investment, loans taken, other financial assets and other financial liabilities are estimated by discounting future cash flows using rates currently available for debt on similar terms, credit risk and remaining maturities. The valuation requires management to use observable inputs in the model, of which the significant observable inputs is the market rate of interest of 9.5% to 11%. Management regularly assesses a range of reasonably possible alternatives for those significant observable inputs and determines their impact on the total fair value.

b) Credit risk

Credit Risk is the risk that the counter party will not meet its obligation under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk including deposits with banks, foreign exchange transactions and other financial assets.

(i) Trade receivables

Customer credit risk is managed subject to the Company's established policy, procedures and control relating to customer credit risk management. Management evaluate credit risk relating to customers on an ongoing basis. Receivable control management team assesses the credit quality of the customer, taking into account its financial position, past experience and other factors. Outstanding customer receivables are regularly monitored. An impairment analysis is performed at each reporting date on group/category basis. The calculation is based on exchange losses historical data and available facts as on date of evaluation. The Company evaluates the concentration of risk with respect to trade receivables as low, as its receivables are from its related parties, therefore it is not exposed to any risk.

(ii) Financial instruments and cash deposit

Credit risk from balances with banks and financial institutions is managed by the Company's treasury department in accordance with the Company's policy. Investments of surplus funds are made in bank deposits and other risk free securities. The limits are set to minimize the concentration of risks and therefore mitigate financial loss through counter party's potential failure to make payments. Credit limits of all authorities are reviewed by the management on regular basis. All balances with banks and financial institutions is subject to low credit risk due to good credit ratings assigned to the Company.

The Company's maximum exposure to credit risk for the components of the balance sheet at March 31, 2022 and March 31, 2021 is the carrying amounts as illustrated in note 5, 6 and 9.

c) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risks comprises three types of risk: currency rate risk, interest rate risk and other price risks, such as equity price risk and commodity price risk. Financial instruments affected by market risks include loans and borrowings, deposits, investments and foreign currency receivables and payables. The sensitivity analyses in the following sections relate to the position as at March 31, 2022 and March 31, 2021. The analysis exclude the impact of movements in market variables on; the carrying values of gratuity and other post-retirement obligations; provisions; and the non-financial assets and liabilities. The sensitivity of the relevant Profit and Loss item is the effect of the assumed changes in the respective market risks. This is based on the financial assets and financial liabilities held as of March 31, 2022 & March 31, 2021. Company is not exposed to interest risk and price risk at year end since there are no investments in mutual funds and interest fixed instruments at year end.

(i) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because

Notes forming part of the standalone financial statements

of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's operating activities (when revenue, expense or capital expenditure is denominated in foreign currency). Foreign currency exchange rate exposure is partly balanced by purchasing of goods in foreign currency. The Company evaluates exchange rate exposure arising from foreign currency transactions and follows established risk management policies.

The Company does not have any material foreign currency risk as at March 31, 2022 and as at March 31, 2021.

34. Related party disclosures

Names of related parties where control exists irrespective of whether transactions have taken place or not	
Subsidiary companies	Max Speciality Films Limited (upto February 1, 2022)
	Max Estates Limited
	Max I. Limited
	Max Asset Services Limited (formerly known as Max Learning Limited)
Step down subsidiary	Max Towers Private Limited (formerly known as Wise Zone Builders Private Limited)
	Pharmax Corporation Limited
	Max Square Limited (formerly known as Northern Propmart Limited)
Names of other related parties with whom transactions have taken place during the year	
Key management personnel	Mr. Sahil Vachani (Managing Director and CEO)
	Mr. Dinesh Kumar Mittal
	Mr. Nitin Kumar Kansal (Chief Financial Officer)
	Mr. Saket Gupta (upto January 31, 2022)
Other Non-Executive/ Independent Directors	Mr. Analjit Singh (Director)
	Mr. Mohit Talwar
	Mr. K. Narasimha Murthy
	Mr. Niten Malhan (w.e.f. November 8, 2019)
	Mr. Ashok Brijmohan Kacker (upto November 8, 2020)
Relatives of Key Management personnel	Ms. Gauri Padmanabhan
	Mr. Veer Singh (Son of Mr. Analjit Singh - Director)
Entities controlled or jointly controlled by person or entities where person has significantly influence	Max Ventures Private Limited
	Piveta Estates Private Limited
	Siva Realty Ventures Private Limited
	New Delhi House Services Limited
	Vana Enterprises Limited
	Four Season Foundation
	Lake View Enterprises
	Max Life Insurance Company Limited
	Siva Enterprises Private Limited
	Pharmax Corporation Limited
	Max India Limited
	SKA Diagnostic Private Limited
	Antara Purukul Senior Living Limited
	Riga Foods LLP
	Max Financial Services Limited
Employee benefit Trust	Max UK Limited
	Max Financial Services Limited Employees' Provident Fund Trust

Notes forming part of the standalone financial statements

34. (a) Details of transactions and balance outstandings with related parties

(₹ in Lakh)

S.No	Nature of transaction	Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
1	Reimbursement of expenses (Received from)	Max Speciality Films Limited	1.58	5.40
		Max Estates Limited	11.08	8.09
		Max Asset Services Limited	14.28	29.64
		Max I. Limited	14.65	9.90
		Max Square Limited	0.22	1.91
		Max Ventures Private Limited	-	0.32
		Max Towers Private Limited	0.38	2.00
		Pharmax Corporation Limited	0.49	1.08
		Total	42.68	58.34
2	Reimbursement of expenses (Paid to)	Max Life Insurance Company	1.42	1.24
		Max Asset Services Limited	-	14.17
		Antara Purukul Senior Living Limited	2.69	-
		Total	4.11	15.41
3	Income from shared services	Max Speciality Films Limited	828.00	820.00
		Max Estates Limited	39.51	280.83
		Max Asset Services Limited	119.99	151.50
		Max I. Limited	6.31	11.51
		Max Ventures Private Limited	-	20.00
		Max Ventures Investment Holding Private Limited	30.00	20.00
		Max Square Limited	350.40	19.79
		Max India Limited	-	22.78
		Pharmax Corporation Limited	120.00	-
		Antara Purukul Senior Living Limited	125.85	167.81
		Total	1,500.06	1,514.23
4	Shared services expenses	Max Financial Services Limited	25.00	162.03
		Total	25.00	162.03
5	Management Fee	Mr. Analjit Singh	150.00	-
		Total	150.00	-
6	Unwinding of interest on zero coupon non-convertible debentures	Max I. Limited	-	355.57
		Total	-	355.57
7	Interest income from loans to subsidiary companies	Max Speciality Films Limited	-	9.79
		Max Estates Limited	268.65	1,035.29
		Max I. Limited	40.26	29.61
		Max Asset Services Limited	47.06	9.72
		Total	355.97	1,084.41
8	Repair & Maintenance	New Delhi House Services Limited	46.49	93.04
		Delhi Guest House Pvt. Ltd.	19.93	15.97
		Max Asset Services Limited	50.02	43.79
		Total	116.44	152.80
9	Travelling and conveyance	Max Ventures Private Limited	-	3.02
		Total	-	3.02

Notes forming part of the standalone financial statements

(₹ in Lakh)

S.No	Nature of transaction	Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
10	Legal and professional	Max India Limited	-	0.68
		Max UK Limited	-	11.74
		Total	-	12.42
11	Lease payments	Max Life Insurance Company Limited	335.77	335.77
		Max Towers Private Limited	-	-
		Delhi Guest House Pvt. Ltd.	60.00	60.00
		SKA Diagnostics Private Limited	44.79	16.67
		Total	440.56	412.44
12	Contribution to Provident Fund Trust	Max Financial services Limited Employees' Provident Fund Trust	58.99	53.19
		Total	58.99	53.19
13	Key managerial remuneration - Short term employment benefits	Sahil Vachani	153.09	317.98
		Nitin Kumar Kansal	76.94	77.98
		Saket Gupta	34.09	33.14
		Total	264.12	429.10
14	Key managerial remuneration - Post employment benefits*	Sahil Vachani	7.88	7.40
		Nitin Kumar Kansal	5.04	5.02
		Saket Gupta	1.49	1.41
		Total	14.41	13.83
15	Directors' sitting fees	Analjit Singh	4.00	6.00
		Mohit Talwar	-	13.00
		K.N Murthy	13.00	15.00
		D.K Mittal	14.00	16.00
		Ashok Kacker	-	-
		Gauri Padmanabhan	9.00	10.00
		Niten Malhan	8.00	12.00
		Total	48.00	72.00
16	Loan given	Max Estates Limited	892.00	7,426.47
		Max Asset Services Limited	703.00	273.26
		Max I. Limited	279.20	354.00
		Max Speciality Films Limited	-	-
		Total	1,874.20	8,053.73
17	Repayment of loan given	Max Estates Limited	1,485.00	22,237.29
		Max Asset Services Limited	191.00	-
		Max Speciality Films Limited	-	304.12
		Max I. Limited	-	582.44
		Total	1,676.00	23,123.85

Notes forming part of the standalone financial statements

(₹ in Lakh)

S.No	Nature of transaction	Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
18	Investment made	Max Estates Limited- deemed equity	41.23	46.67
		Max I Limited	-	-
		Max Square Limited- deemed equity	50.48	18.71
		Max Estates Limited - CCD		20,200.00
		Max Asset Services Limited - CCD		2,214.00
		Max Speciality Films Limited	-	1,529.99
		Max Asset Services Limited- deemed equity	7.03	1.69
		Max Towers Private Limited - Guarantee fee - deemed equity	4.13	
		Total	102.87	24,011.06
19	Investments redeemed	Max I Limited- debentures	-	4,723.87
		Max Square Limited- deemed equity	20.62	
		Max I Limited- deemed equity	-	615.13
		Total	20.62	5,339.00
20	Amortisation of guarantee fees	Max Towers Private Limited	7.79	7.77
		Max Square Limited	14.56	0.67
		Pharmax Corporation Limited	0.16	-
		Max Estates Limited	4.12	2.80
		Total	26.63	11.24
21	Expenditure on corporate social responsibility	Max India Foundation	23.95	
		Total	23.95	-
22	Security deposit paid	Max Asset Services Limited	-	-
		Max Life Insurance Co. Ltd	53.66	53.66
		Delhi Guest House Ltd.	5.60	5.60
		SKA Diagnostics	1.11	1.11
		Total	60.37	60.37

* The remuneration to the key managerial personnel does not include the provisions made for gratuity and leave benefits, as they are determined on an actuarial basis for the Company as a whole.

34. (b) Balances outstanding at year end

(₹ in Lakh)

S. No.	Nature of transaction	Particulars	As at March 31, 2022	As at March 31, 2021
1	Statutory dues payable	Max Financial services Limited Employees' Provident Fund Trust	4.63	4.68
		Total	4.63	4.68
2	Interest accrued on ICD's	Max Estates Limited	0.00	-
		Max Asset Services Limited	0.00	2.17
		Max I. Limited	0.00	-
		Max Speciality Films Limited	0.00	0.35
		Total	-	2.52

Notes forming part of the standalone financial statements

(₹ in Lakh)

S. No.	Nature of transaction	Particulars	As at March 31, 2022	As at March 31, 2021
3	Trade Receivables	Max Speciality Films Limited	147.96	140.40
		Max Estates Limited	-	9.28
		Max Asset Services Limited	-	52.91
		Max I. Limited	-	-
		Max Ventures Private Limited	3.19	54.64
		Max Ventures Investment Holding Private Limited	23.20	11.65
		Piveta Estates Private Limited	6.29	6.29
		Max India Limited	-	24.36
		Max Healthcare Institute Limited	-	0.02
		Antara Purukul Senior Living Limited	-	1.28
		Total	180.66	300.83
4	Other receivables	Max Speciality Films Limited	-	4.78
		Max Estates Limited	-	-
		Max Asset Services Limited	-	-
		Max I. Limited	0.00	0.01
		Max Ventures Private Limited	5.46	5.46
		Piveta Estates Private Limited	2.83	2.83
		Total	8.29	13.08
5	Advance to party	Max India Foundation	39.93	39.24
		SKA Diagnostic Private Limited	1.12	-
		Total	41.05	39.24
6	Inter Corporate Deposit Receivable	Max Estates Limited	2,667.00	3,260.00
		Max Asset Services Limited	1,847.26	1,335.26
		Max I. Limited	523.70	244.50
		Max Speciality Films Limited	-	-
		Total	5,037.96	4,839.76
	Provision made against above	Max Asset Services Limited	(1,062.00)	(1,062.00)
		Total	3,975.96	3,777.76
7	Investment in Debentures	Max Estates Limited	57,164.00	57,164.00
		Max Estates Limited- deemed equity	102.26	61.03
		Max Asset Services Limited	2,214.00	2,214.00
		Max I Limited - deemed equity	2,052.55	2,052.55
		Max I. Limited	51.00	45.43
		Max Square Limited - deemed equity	48.62	18.71
		Max Asset Services Limited - deemed equity	8.72	1.69
		Max Towers Private Limited- deemed equity	156.69	156.75
		Total	61,797.84	61,714.16
8	Trade payables and capital creditors	Max Financial Services Limited	-	252.92
		New Delhi House Services Limited	1.85	10.85
		Mr. Analjit Singh	21.47	-
		Max India Limited	-	13.80
		Total	23.32	277.56
9	Security deposit received	Antara Purukul Senior Living Limited	-	55.93
		Total	-	55.93

Notes forming part of the standalone financial statements

(₹ in Lakh)

S. No.	Nature of transaction	Particulars	As at March 31, 2022	As at March 31, 2021
10	Security deposit made	Max Asset Services Limited	21.90	21.90
		Max Life Insurance Co. Ltd.	167.89	53.66
		Delhi Guest House Ltd.	15.00	5.60
		SKA Diagnostic Private Limited	12.50	10.70
		Total	217.29	91.86
11	Other payables	Max Asset Services Limited	-	5.11
		Total	-	5.11

Terms and conditions of transactions with related parties

- The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions.
- The income/expense from sales to and purchases from related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and interest free and settlement occurs in cash. There have been no guarantees provided or received for any related party receivables or payables (except as disclosed in Note 27).

35. Disclosure required under Section 186 (4) of the Companies Act, 2013.

(a) Particulars of Loans given:

(₹ in Lakh)

Sr. No	Name of the Loanee	As at March 31, 2021	Loan given	Repayment of loan given	As at March 31, 2022	Purpose
1	Max Estates Limited	3,260.00	892.00	1,485.00	2,667.00	Operational Cash Flow requirement
2	Max Asset Services Limited	1,335.26	703.00	191.00	1,847.26	Operational Cash Flow requirement
3	Max I. Limited	244.50	279.20	-	523.70	Operational Cash Flow requirement
		4,839.76	1,874.20	1,676.00	5,037.96	
	Provision made against above	(1,062.00)	-	-	(1,062.00)	
		3,777.76	1,874.20	1,676.00	3,975.96	

(b) Particulars of Guarantee given (maximum possible exposure):

(₹ in Lakh)

Sr. No	Name of the financial institutions / banks/NBFC	As at March 31, 2021	Guarantee given	Guarantee discharged	As at March 31, 2022	Purpose
1	IndusInd Bank	2,938.11	9,917.84	-	12,855.95	Corporate guarantee has been given for loan taken for business purpose by Max Square Limited, step down subsidiary.
2	ICICI Bank	15,118.07	1,607.75	-	16,725.82	
3	IDFC First Bank	-	1,000.00	-	1,000.00	
		18,056.18	12,525.59	-	30,581.77	

Notes forming part of the standalone financial statements

(c) Particulars of Investments made in equity and debentures:

(₹ in Lakh)						
Sr. No	Name of the Investee	As at March 31, 2021	Investment made	Investment redeemed	Fair value gain	As at March 31, 2022
Investment in Equity						
1	Max Speciality Films Limited (refer note 39)	11,547.82	-	(9,284.86)	9,952.00	12,214.96
2	Max Estates Limited	7,791.00	-	-	-	7,791.00
3	Max Asset Services Limited	205.00	-	-	-	205.00
4	Max I. Limited	2,057.55	-	-	-	2,057.55
5	Max Towers Private Limited	156.69	-	-	-	156.75
6	Max Estates Limited	61.03	41.23	-	-	102.26
7	Max Asset Services Limited	1.69	7.03	-	-	8.72
8	Max Square Limited	18.77	29.85	-	-	48.62
9	Pharmax Corporation Limited	-	4.07	-	-	4.07
Investment in Debentures						
1	Max I. Limited	45.43	4.94	-	-	50.37
2	Max Estates Limited	57,164.00	-	-	-	57,164.00
3	Max Asset Services Limited	2,214	-	-	-	2,214.00
		81,262.98	87.13	(9,284.86)	9,952.00	82,017.31

36. Changes in liabilities arising from financing activities for the year ended March 31, 2022

(₹ in Lakh)					
Particulars	31-Mar-21	Cash flows	New leases	Others	31-Mar-22
Current lease liabilities	2,835.10	-	-	7.14	2,842.24
Non-current lease liabilities	2,961.36	-	-	(7.14)	2,954.22
Total liabilities from financing activities	5,796.46	-	-	-	5,796.46

(₹ in Lakh)					
Particulars	31-Mar-20	Cash flows	New leases	Others	31-Mar-21
Current lease liabilities	58.72	-	67.54	-	126.26
Non-current lease liabilities	2,619.50	(412.44)	295.43	332.61	2,835.10
Total liabilities from financing activities	2,678.22	(412.44)	362.97	332.61	2,961.36

37. Capital Management

For the purpose of the Company's capital management, capital includes issued equity capital attributable to the equity shareholders of the Company, securities premium and all other equity reserves. The primary objective of the Company's capital management is that it maintain an efficient capital structure and maximize the shareholder value. The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company's policy is to keep the gearing ratio upto maximum of 40%. The Company includes within net debt, interest bearing loans and borrowings, trade and other payables, less cash and cash equivalents.



Notes forming part of the standalone financial statements

	(₹ in Lakh)	
	As at March 31, 2022	As at March 31, 2021
Other financial liabilities	3.36	59.29
Trade payables	869.96	-
Less: Cash and cash equivalents	153.65	28.59
Less: Other bank balances	-	-
Net Debt	719.67	30.70
Equity	1,25,154.98	86,626.50
Total Equity	1,25,154.98	86,626.50
Total Capital and net debt	1,25,874.65	86,657.20
Gearing ratio	0.57%	0.04%

37. A Ratio Analysis & its elements

				(₹ in Lakh)		
	Numerator	Denominator	As at March 31, 2022	As at March 31, 2021	% change	Reasons
	Current Asset		45,837.51	5,795.94		
	Current Liability		1,385.72	1,021.72		
(i)	Current Ratio	Current Assets Current Liabilities	33.08	5.67	483%	Refer note 39
	Debt		NA	NA		
	Shareholder Equity		1,25,154.98	86,626.50		
(ii)	Debt-Equity Ratio	Total Debt Shareholder's Equity	NA	NA	NA	
	Earnings available for debt services		38,723.91	1,069.01		
	Interest		321.89	332.87		
	Principal		-	-		
(iii)	Debt Services Coverage Ratio	Earnings for debt service= Net profit after taxes+ Non cash operating expenses	120.30	3.21	3646%	Refer note 39
	Debt Service= Interest & Lease Payments+ Principal Repayments					
	Net Income		38,345.50	697.55		
	Shareholder Equity		1,25,154.98	86,626.50		
(iv)	Return on Equity Ratio	Net Profits after taxes – Preference Dividend	30.64%	0.81%	3705%	Refer note 39
	Average Shareholder's Equity					
	Cost of Goods sold/sale		50,823.95	3,124.77		
	Average inventory		NA	NA		
(v)	Inventory Turnover Ratio	Cost of goods sold	NA	NA	NA	
	Average Inventory					

Notes forming part of the standalone financial statements

(₹ in Lakh)

		Numerator	Denominator	As at March 31, 2022	As at March 31, 2021	% change	Reasons
	Income from shared services			1,620.06	1,514.22		
	Average Trade Receivable			307.88	435.65		
(vi)	Trade Receivables Turnover Ratio	Net credit sales = Gross credit sales - sales return	Average Trade Receivable	5.26	3.48	51%	Refer note 39
	Net Credit Purchase			NA	NA		
	Average Trade payable			769.96	684.99		
(vii)	Trade Payable Turnover Ratio	Net credit purchases = Gross credit purchases - purchase return	Average Trade Payables	NA	NA	NA	
	Net annual sale/ Revenue from Operation			50,823.95	3,124.77		
	Working Capital			44,451.79	4,774.22		
(viii)	Net Capital Turnover Ratio	Net sales = Total sales - sales return	Working capital = Current assets - Current liabilities	1.14	0.65	75%	Refer note 39
	Net Profit			48,320.07	862.97		
	Net annual sale/ Revenue from Operation			50,823.95	3,124.77		
(ix)	Net Profit Ratio	Net Profit	Net sales = Total sales - sales return	95.07%	27.62%	244%	Refer note 39
	Earning before interest and tax (EBIT)			49,020.37	1,567.30		
	Capital Employed			1,25,154.98	86,626.50		
(x)	Return on Capital employed	Earnings before interest and taxes	Capital Employed = Tangible Net Worth + Total Debt + Deferred Tax Liability	39.17%	1.81%	2065%	Refer note 39
	Profit (PAT)			38,345.50	697.55		
	Investment			1,25,154.98	86,626.50		
(xi)	Return on Investment	Interest (Finance Income)	Investment	30.64%	0.81%	3705%	Refer note 39

Notes forming part of the standalone financial statements

38. Other Statutory Information

- (i) The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- (ii) The Company does not have any transactions with companies that are struck off.
- (iii) The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- (iv) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- (v) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
 - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
 - (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- (vi) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
 - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries)
 - (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (vii) The Company has not made any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- (viii) The borrowings obtained by the Company from banks and financial institutions have been applied for the purposes for which such loans were taken.
- (ix) The title deeds of all the immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee), as disclosed in Note 3 to the financial statements, are held in the name of the Company.
- (x) The Company has borrowings from banks and financial institutions on the basis of security of current assets. The quarterly returns or statements of current assets filed by the group with banks and financial institutions are in agreement with the books of accounts.
- (xi) None of the entities in the group have been declared wilful defaulter by any bank or financial institution or government or any government authority.
- (xii) The Company has complied with the number of layers prescribed under the Companies Act, 2013.
- (xiii) The Company has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.
- (xiv) The Company has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets or both during the current or previous year.

Notes forming part of the standalone financial statements

39. The Board of Directors of the Company, in its meeting dated November 14, 2021, had approved the divestment of remaining 51% shareholding in Max Speciality Films Limited (MSFL), a subsidiary of the Company to Toppan Inc., a 49% strategic partner in MSFL, in two separate tranches at an enterprise value of ₹ 135,000 Lakh, subject to customary closing conditions, including but not limited to shareholder or other approvals. The shareholder approval for the aforesaid transaction was received on December 16, 2021. Pursuant to this, on February 01, 2022, 41% shareholding representing 17,189,600 shares in MSFL, were transferred by the Company for a total consideration of ₹ 49,442 Lakh. Hence, MSFL ceased to be a subsidiary of the Company w.e.f. February 01, 2022.

As per the executed agreement, remaining 10% shareholding will be transferred by June 2023 at the aforesaid enterprise value and therefore, this remaining investment in MSFL is now carried at fair value through profit and loss account. Consequently, the Company has recognized a realized gain of ₹38,423.49 Lakh (net of related expenses of ₹1,734.96 Lakh) and fair value gain on remaining investment of ₹9,952.13 Lakh, which on aggregate basis is included in other income

40. The Board of Directors of the Company, in its meeting held on April 18, 2022, has approved the Composite Scheme of Amalgamation and Arrangement amongst Max Ventures and Industries Limited and Max Estates Limited for amalgamation of Max Ventures and Industries Limited ("MVIL" or "Transferor Company") with Max Estates Limited, wholly owned subsidiary of MVIL ("MEL" or "Transferee Company"), with effect from the Appointed Date i.e. April 01, 2022, subject to receipt of requisite statutory / regulatory approvals including the approval of the jurisdictional Bench of the National Company Law Tribunal.

41. The figures have been rounded off to the nearest Lakh of rupees up to two decimal places. The figure 0.00 wherever stated represents value less than ₹ 50,000/-. The previous year figures have been regrouped/rearranged wherever necessary to make them comparable.

As per our report of even date

For S.R. Batliboi & Co. LLP

Chartered Accountants

ICAI Firm Registration Number: 301003E/E300005

per Pravin Tulsyan

Partner

Membership Number: 108044

Place : Gurugram

Date: May 16, 2022

For and on behalf of the Board of Directors of Max Ventures and Industries Limited

Dinesh Kumar Mittal

(Director)

DIN: 00040000

Nitin Kumar Kansal

(Chief Financial Officer)

Place : New Delhi

Date: May 16, 2022

Sahil Vachani

(Managing Director & Chief Executive Officer)

DIN: 00761695

Ankit Jain

(Company Secretary)





FINANCIAL REVIEW

Consolidated Financial Statements

INDEPENDENT AUDITOR'S REPORT

To the Members of Max Ventures and Industries Limited

Report on the Audit of the Consolidated Ind AS Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of Max Ventures and Industries Limited (hereinafter referred to as "the Holding Company"), its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") comprising of the consolidated Balance sheet as at March 31, 2022, the consolidated Statement of Profit and Loss, including other comprehensive income, the consolidated Cash Flow Statement and the consolidated Statement of Changes in Equity for the year then ended, and notes to the consolidated Ind AS financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated Ind AS financial statements").

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors on separate financial statements and on the other financial information of the subsidiaries, the aforesaid consolidated Ind AS financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2022, their consolidated profit including other comprehensive income, their consolidated cash flows and the consolidated statement of changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the consolidated Ind AS financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Consolidated

Ind AS Financial Statements' section of our report. We are independent of the Group in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated Ind AS financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the financial year ended March 31, 2022. These matters were addressed in the context of our audit of the consolidated Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the consolidated Ind AS financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of audit procedures performed by us and by other auditors of components not audited by us, as reported by them in their audit reports furnished to us by the management, including those procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated Ind AS financial statements.

Key audit matters	How our audit addressed the key audit matter
Impairment assessment of Investment Property (under development for sale and completed) (as described in note 3A of the consolidated Ind AS financial statements)	
<p>As at March 31, 2022, three of group's subsidiary companies have investment property (including investment property under construction) amounting to ₹89,674.62 Lakh. Investment property portfolio consists of commercial projects for lease and for under development at Noida and Okhla.</p> <p>The management assessed at least annually the existence of impairment indicators for its investment property, and if impairment indicator exists, these investment properties are subject to an impairment test.</p> <p>Impairment indicators were identified by the management with respect to certain investment properties and amounts recoverable from investment properties were determined. As a result, an impairment assessment was required to be performed by the Company by comparing the carrying value of these investment properties and other receivables to their recoverable amount to determine whether an impairment loss was required to be recognised.</p> <p>For the purpose of the above impairment testing, recoverable amount has been determined by reference to the underlying expected cash flows from these underlying projects.</p> <p>The determination of the recoverable amount of investment property involved significant judgments due to inherent uncertainty in the assumptions supporting the recoverable amount of these investments.</p> <p>Considering, the significance of the amount of carrying value of investment property in the financial statements and involvement of significant estimation and judgement in assessment of valuation, the same is considered as key audit matter.</p>	<p>The subsidiaries' auditor's audit procedures related to this key audit matter included the following:</p> <ul style="list-style-type: none"> • Assessment of the compliance of Group's accounting policies for impairment of assets with Ind AS 36 'Impairment of Assets'. • Assessment of the design, implementation and operating effectiveness of management's internal controls over the management's process in setting budgets, authorizing and recording costs, estimating the future costs to completion and the forecast selling prices, for the investment property. • Evaluation of the fair value of property by comparing expected future average selling prices with available market data such as recently transacted prices for similar properties located in the nearby vicinity of investment property. • Evaluation on a sample basis, the estimated costs to complete against contracts and agreements, taking into consideration the costs incurred to-date, construction progress and any significant deviation in design plans or cost overruns. • Assessment of the impact of third wave of COVID-19 pandemic based on current economic and market conditions on management impairment assessment for its investment property. • Assessment of the subsidiaries' forecast selling prices by comparing it to the recent transacted sales prices for the same project. • We compared the recoverable amount of the investment property to the carrying value in books. • We assessed the disclosures made in the financial statements regarding such investment.
Assessment of fair value measurement of investments in equity instruments, where no market prices are available (as described in note 5 of the consolidated Ind AS financial statements)	

Key audit matters	How our audit addressed the key audit matter
<p>As at March 31, 2022, one of the group's subsidiary had invested in unlisted equity shares amounting to ₹4,921.63 Lakh. These were accounted for at fair value through profit and were classified as level 3.</p> <p>Financial instruments that are classified as level 2 or level 3 in the fair value hierarchy will have some element of estimation uncertainty inherent in their value, and the uncertainty is higher for level 3 financial instruments which, by their nature, are unobservable.</p> <p>Considering, fair valuation involves estimation uncertainty and significant management judgement, the same has been considered as key audit matter.</p>	<p>The subsidiaries' auditor's audit procedures related to this key audit matter included the following:</p> <ul style="list-style-type: none"> Assessed the compliance of Company's accounting policies for investment in unlisted equity shares with Ind AS 109 'Financial Instruments'. Identified relevant controls over valuation of financial asset and evaluated the design, implementation and operating effectiveness of these controls. Assessed the valuation methodology used by the management expert and assessed key estimates, data inputs and assumptions adopted in the valuations used in the determination of fair value by the Company with reference to available facts and information, including assessment of the impact of third wave of COVID-19 pandemic based on current economic and market conditions on management impairment assessment for this investment. Reviewed the disclosures made for such financial instruments in the financial statements.
Divestment of stake in subsidiary (as described in note 29 of the consolidated Ind AS financial statements)	
<p>The Board of Directors of the Holding Company, in its meeting dated November 14, 2021, approved the divestment of shareholding in Max Speciality Films Limited (MSFL), a subsidiary of the Company to Toppan Inc., in two separate tranches, subject to customary closing conditions, including but not limited to shareholder or other approvals. The shareholder approval for the aforesaid transaction was received on December 16, 2021 and the first tranche was also completed on February 01, 2022. Consequent to this, MSFL ceased to be a subsidiary of the Company w.e.f. February 01, 2022.</p> <p>As per the executed agreement, remaining 10% shareholding will be transferred by June 2023 at the aforesaid enterprise value and therefore, this remaining investment in MSFL is now carried at fair value through profit and loss account.</p> <p>Considering this matter involves judgment and significant estimation and impacts accounting as well as presentation and disclosure in the consolidated financial statements, this matter has been identified as a key audit matter.</p>	<p>The procedures performed includes the following:</p> <ul style="list-style-type: none"> Obtained an understanding and assessed the effectiveness of process followed by the management in assessing the appropriateness of the Company's accounting policies in relation to discontinued operations; Evaluated the basis of the management's assessment of treating the divestment as Discontinued operations in accordance with the applicable accounting standards; We gained an understanding of the Share Purchase agreement and the Shareholders' Agreement between the Holding Company, MSFL and Toppan Inc. Our focus was on understanding the contractual terms associated with the sale of MSFL. Reviewed the accounting treatment for the transaction, including the presentation and disclosure of gain on sale. Performed procedures on the disclosures relating to discontinued operations made in the consolidated financial statements for assessing the compliance with disclosure requirements.

Information Other than the Financial Statements and Auditor's Report Thereon

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report, but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in terms of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated statement of changes in equity of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with [the Companies (Indian Accounting Standards) Rules, 2015, as amended. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud

or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated Ind AS financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those respective Board of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of the Group.

Auditor's Responsibilities for the Audit of the Consolidated Ind AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)

(i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated Ind AS financial statements, including the disclosures, and whether the consolidated Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group of which we are the independent auditors and whose financial information we have audited, to express an opinion on the consolidated Ind AS financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated Ind AS financial statements of which we are the independent auditors. For the other entities included in the consolidated Ind AS financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the

planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated Ind AS financial statements for the financial year ended March 31, 2022 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matter

We did not audit the financial statements and other financial information, in respect of 5 subsidiaries, whose financial statements include total assets of ₹161,619.07 Lakh as at March 31, 2022, and total revenues of ₹9,691.56 Lakh and net cash outflows of ₹244.46 Lakh for the year ended on that date. These financial statement and other financial information have been audited by other auditors, which financial statements, other financial information and auditor's reports have been furnished to us by the management. Our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of sub-sections (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, is based solely on the reports of such other auditors.

Our opinion above on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matter with respect to our reliance on the work done and the reports of the other auditors and the financial statements and other financial information certified by the Management.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of

India in terms of sub-section (11) of section 143 of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of the subsidiary companies, incorporated in India, as noted in the 'Other Matter' paragraph we give in the "Annexure 1" a statement on the matters specified in paragraph 3(xxi) of the Order.

2. As required by Section 143(3) of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of subsidiaries, as noted in the 'other matter' paragraph we report, to the extent applicable, that:

- (a) We/the other auditors whose report we have relied upon have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated Ind AS financial statements;
- (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidation of the financial statements have been kept so far as it appears from our examination of those books and reports of the other auditors;
- (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Consolidated Cash Flow Statement and Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the consolidated financial statements;
- (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;
- (e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2022 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors who are appointed under Section 139 of the Act, of its subsidiary companies, none of the directors of the Group's companies,

incorporated in India, is disqualified as on March 31, 2022 from being appointed as a director in terms of Section 164 (2) of the Act;

- (f) With respect to the adequacy of the internal financial controls with reference to consolidated Ind AS financial statements of the Holding Company and its subsidiary companies, incorporated in India, and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2" to this report;
- (g) In our opinion and based on the consideration of reports of other statutory auditors of the subsidiaries, the managerial remuneration for the year ended March 31, 2022 has been paid / provided by the Holding Company, its subsidiaries, incorporated in India to their directors in accordance with the provisions of section 197 read with Schedule V to the Act;
- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of the other auditors on separate financial statements as also the other financial information of the subsidiaries, as noted in the 'Other matter' paragraph:
 - i. The consolidated Ind AS financial statements disclose the impact of pending litigations on its consolidated financial position of the Group, in its consolidated Ind AS financial statements – Refer Note 35 to the consolidated Ind AS financial statements;
 - ii. The Group did not have any material foreseeable losses in long-term contracts including derivative contracts during the year ended March 31, 2022;
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company, its subsidiaries, incorporated in India during the year ended March 31, 2022.
 - iv. a) The respective managements of the Holding Company and its subsidiaries which are companies incorporated in India whose financial statements have been audited

under the Act have represented to us and the other auditors of such subsidiaries respectively that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested either from borrowed funds or share premium or any other sources or kind of funds by the Holding Company or any of such subsidiaries to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the respective Holding Company or any of such subsidiaries ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

- b) The respective managements of the Holding Company and its subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries respectively that, to the best of its knowledge and belief, no funds which are material either individually or in the aggregate have been received by the respective Holding Company or any of such subsidiaries from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or any of such subsidiaries shall, whether,

directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

- c) Based on the audit procedures that has been considered reasonable and appropriate in the circumstances performed by us and those performed by the auditors of the subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our or other auditor's notice that has caused us or the other auditors to believe that the representations under sub-clause (a) and (b) contain any material misstatement.
- v. No dividend has been declared or paid during the year by the Holding company and subsidiary companies, incorporated in India.

For **S.R. Batliboi & Co. LLP**

Chartered Accountants

ICAI Firm Registration Number: 301003E/E300005

per Pravin Tulsyan

Partner

Membership Number: 108044

UDIN: 22108044AJBPIX3541

Place of Signature: Gurugram

Date: 16 May 2022

Annexure '1' referred to in paragraph 1 under the heading "Report on other legal and regulatory requirements" of our report of even date

Re: Max Ventures and Industries Limited ("the Company")

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:

(xxi) There are no qualifications or adverse remarks by the respective auditors in the Companies (Auditors Report) Order (CARO) reports of the companies included in the consolidated Ind AS financial statements. Accordingly, the requirement to report on clause 3(xxi) of the Order is not applicable to the Holding Company.

For **S.R. Batliboi & Co. LLP**

Chartered Accountants

ICAI Firm Registration Number: 301003E/E300005

per Pravin Tulsyan

Partner

Membership number: 108044

UDIN: 22108044AJBPX3541

Place: Gurugram

Date: May 16, 2022

ANNEXURE 2 TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE CONSOLIDATED IND AS FINANCIAL STATEMENTS OF MAX VENTURES AND INDUSTRIES LIMITED

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated Ind AS financial statements of Max Ventures and Industries Limited (hereinafter referred to as the "Holding Company") as of and for the year ended March 31, 2022, we have audited the internal financial controls with reference to consolidated Ind AS financial statements of the Holding Company and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the companies included in the Group, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Holding Company's internal financial controls with reference to consolidated Ind AS financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, specified under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both, issued by ICAI. Those Standards and the Guidance Note require that we

comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to consolidated Ind AS financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to consolidated Ind AS financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated Ind AS financial statements included obtaining an understanding of internal financial controls with reference to consolidated Ind AS financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to consolidated Ind AS financial statements.

Meaning of Internal Financial Controls with reference to Consolidated Ind AS Financial Statements

A company's internal financial control with reference to consolidated Ind AS financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to consolidated Ind AS financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company;

and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference to Consolidated Ind AS Financial Statements

Because of the inherent limitations of internal financial controls with reference to consolidated Ind AS financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to consolidated Ind AS financial statements to future periods are subject to the risk that the internal financial controls with reference to consolidated Ind AS financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Group, which are companies incorporated in India, have, maintained in all material respects, adequate internal financial controls with reference to consolidated Ind AS financial statements and such internal financial controls with reference to consolidated Ind AS financial statements

were operating effectively as at March 31, 2022, based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

Other Matters

Our report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to consolidated Ind AS financial statements of the Holding Company, in so far as it relates to these 6 subsidiaries, which are companies incorporated in India, is based on the corresponding reports of the auditors of such subsidiaries.

For S.R. Batliboi & Co. LLP

Chartered Accountants

ICAI Firm Registration Number: 301003E/E300005

per Pravin Tulsyan

Partner

Membership Number: 108044

UDIN: 22108044AJBPIX3541

Place of Signature: Gurugram

Date: 16 May 2022

CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2022

(₹ in Lakh)

	Notes	As at March 31, 2022	As at March 31, 2021
ASSETS			
Non-current assets			
Property, plant and equipment	3	636.03	51,411.43
Capital work-in-progress	3	-	2,582.71
Investment property	3A	89,674.62	77,157.38
Goodwill	4	-	167.09
Other intangible assets	4	4.31	96.72
Right-of-use assets	4B	2,482.65	2,939.85
Financial assets			
(i) Investments	5	17,136.58	4,876.02
(ii) Trade receivables	5	378.50	213.17
(iii) Loans	5	-	1.68
(iv) Other bank balances	5	10.26	10.49
(v) Other financial assets	5	333.63	815.31
Deferred tax assets	16	387.80	324.59
Non-current tax assets	6	1,200.94	651.88
Other non current assets	7	1,709.42	2,333.66
		1,13,954.74	1,43,581.98
Current assets			
Inventories	8	1,391.95	18,692.00
Financial assets			
(i) Investments	9	4,665.42	-
(ii) Trade receivables	9	731.80	13,126.90
(iii) Cash and cash equivalents	9	483.49	979.40
(iv) Bank Balances other than (iii) above	9	42,299.02	7,958.79
(v) Loans	9	8.39	20.04
(vi) Other financial assets	9	1,511.27	2,171.66
Other current assets	10	1,054.72	2,965.31
		52,146.06	45,914.10
Total assets		1,66,100.80	1,89,496.08
EQUITY AND LIABILITIES			
Equity			
Equity share capital	11	14,694.66	14,662.41
Other equity	12	1,04,577.45	73,619.68
Equity attributable to equity holders of parent company		1,19,272.11	88,282.09
Non-controlling interest	43	4,437.18	23,113.76
Total equity		1,23,709.29	1,11,395.85
Liabilities			
Non-current liabilities			
Financial liabilities			
(i) Borrowings	13	28,335.38	39,095.77
(ii) Lease liabilities	4b	2,705.11	2,835.08
(iii) Other non current financial liabilities	14	3,862.70	2,478.65
Long term provisions	15	120.74	860.24
Deferred tax liabilities	16	1,984.11	520.48
Other non current liabilities	17	-	1,250.34
		37,008.04	47,040.56

(₹ in Lakh)

	Notes	As at March 31, 2022	As at March 31, 2021
Current liabilities			
Financial liabilities			
(i) Borrowings	18	509.68	12,091.34
(ii) Trade payables			
(a) Total outstanding dues of micro enterprises and small enterprises	18	166.94	892.81
(b) Total outstanding dues of creditors other than micro enterprises and small enterprises	18	2,469.15	13,035.92
(iii) Lease liabilities	4b	133.40	298.96
(iv) Other current financial liabilities	18	947.42	930.80
(v) Derivative instruments	18	-	0.81
Other current liabilities	20	912.71	3,043.04
Short term provisions	19	244.17	468.93
Liabilities for current tax (net)		-	297.06
		5,383.47	31,059.67
Total liabilities		42,391.51	78,100.23
Total equity and liabilities		1,66,100.80	1,89,496.08

Summary of significant accounting policies

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Other notes to accounts

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The accompanying notes are an integral part of the Consolidated Ind AS financial statements

As per our report of even date

For S.R. Batliboi & Co. LLP

Chartered Accountants

ICAI Firm Registration Number: 301003E/E300005

per Pravin Tulsyan

Partner

Membership Number: 108044

Place : Gurugram

Date: May 16, 2022

For and on behalf of the Board of Directors of Max Ventures and Industries Limited**Dinesh Kumar Mittal**

(Director)

DIN: 00040000

Nitin Kumar Kansal

(Chief Financial Officer)

Place : New Delhi

Date: May 16, 2022

Sahil Vachani

(Managing Director & Chief Executive Officer)

DIN: 00761695

Ankit Jain

(Company Secretary)

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2022

(₹ in Lakh)

	Notes	For the year ended March 31, 2022	For the year ended March 31, 2021
Continuing Operations			
INCOME			
Revenue from operations	21	10,096.71	6,669.98
Other income	22	992.58	718.81
Total income		11,089.29	7,388.79
EXPENSES			
Cost of land, plots, development rights, constructed properties and others	23	705.33	191.04
Change in inventories of constructed properties	24	1,850.94	1,557.97
Employee benefits expense	25	1,316.28	1,461.78
Finance costs	26	1,657.28	1,718.84
Depreciation and amortization expense	27	1,481.29	1,311.46
Other expenses	28	3,651.72	3,664.84
Total expenses		10,662.84	9,905.93
Profit/(loss) before exceptional items and tax		426.45	(2,517.14)
Exceptional item	5(i)	-	(2,699.89)
Profit/(loss) before tax from continuing operations		426.45	(5,217.03)
Tax expenses	31		
Current income tax charge		58.89	404.68
Adjustment in respect of tax relating to earlier years		2.82	(118.95)
Deferred tax credit		(100.86)	(1,040.98)
Total tax expense		(39.15)	(755.25)
Profit after tax from continuing operations		465.60	(4,461.78)
Discontinued Operations (refer note 29)			
Revenue from operations		1,26,984.14	1,11,388.56
Other income		1,029.34	1,043.86
Total expenses		1,06,189.26	99,029.04
Profit before tax		21,824.22	13,403.38
Gain on sale of discontinued operations	29	40,922.47	-
Tax expenses	31	17,339.72	3,232.11
Profit for the period/year from discontinued operations		45,406.97	10,171.27
Profit for the period/year from continuing and discontinued operations		45,872.57	5,709.49
Attributable to:			
Equity holders of the parent		38,768.48	767.83
Non-controlling interests		7,104.09	4,941.66
Other comprehensive income not to be reclassified to profit or loss in subsequent years:			
Re-measurement loss/(gain) of defined benefit plans	32	8.00	(1.58)
Income tax effect		(3.00)	(2.56)
Net comprehensive income not to be reclassified to profit or loss in subsequent years:		5.00	(4.14)
Other comprehensive income for the year, net of tax from continuing operations		5.00	(4.14)
Other comprehensive income from discontinuing operations			

MAX VENTURES AND INDUSTRIES LIMITED

(₹ in Lakh)

	Notes	For the year ended March 31, 2022	For the year ended March 31, 2021
Other comprehensive income to be reclassified to profit or loss in subsequent years			
Cost of hedging reserve		135.31	(155.00)
Income tax effect		(47.35)	54.24
Net comprehensive income to be reclassified to profit or loss in subsequent years		87.96	(100.76)
Other comprehensive loss not to be reclassified to profit or loss in subsequent years:			
Re-measurement loss/(gain) of defined benefit plans		15.64	(74.17)
Income tax effect		(5.47)	25.96
Net comprehensive income not to be reclassified to profit or loss in subsequent years:		10.17	(48.21)
Other comprehensive income for the year, net of tax from discontinuing operations		98.13	(148.97)
Total comprehensive income for the year from continuing and discontinuing operations		45,975.70	5,556.38
Attributable to:			
Equity holders of the parent		38,822.89	687.72
Non-controlling interests		7,152.81	4,868.66
Earnings per equity share from continuing operations (Nominal value of share ₹10/-)	33		
Basic (₹)		0.33	(3.02)
Diluted (₹)		0.32	(3.02)
Earnings per equity share from discontinuing operations (Nominal value of share ₹10/-)	33		
Basic (₹)		26.75	3.54
Diluted (₹)		25.97	3.54
Earnings per equity share (Nominal value of share ₹10/-)	33		
Basic (₹)		27.08	0.52
Diluted (₹)		26.29	0.52

Summary of significant accounting policies

2

Other notes to accounts

3-48

The accompanying notes are an integral part of the Consolidated Ind AS financial statements

As per our report of even date

For S.R. Batliboi & Co. LLP

Chartered Accountants

ICAI Firm Registration Number: 301003E/E300005

per Pravin Tulsyan

Partner

Membership Number: 108044

Place : Gurugram

Date: May 16, 2022

For and on behalf of the Board of Directors of Max Ventures and Industries Limited

Dinesh Kumar Mittal

(Director)

DIN: 00040000

Nitin Kumar Kansal

(Chief Financial Officer)

Place : New Delhi

Date: May 16, 2022

Sahil Vachani

(Managing Director & Chief Executive Officer)

DIN: 00761695

Ankit Jain

(Company Secretary)

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2022

a) Equity share capital

Particulars	Nos.	(₹ in Lakh)
Shares of ₹ 10/- each, issued, subscribed and fully paid		
As at April 01, 2020	14,66,24,062	14,662.41
Add: Shares issued for stock options exercised during the year (refer note 11)	-	-
As at March 31, 2021	14,66,24,062	14,662.41
Add: Shares issued for stock options exercised during the year (refer note 11)	3,22,586	32.26
As at March 31, 2022	14,69,46,648	14,694.66

b) Other equity

Particulars	Reserves and surplus						Non-controlling interest (refer note 43)	Total
	Capital reserve (refer note 12)	Securities premium (refer note 12)	Employee stock options outstanding (refer note 12)	Cash flow hedge reserve (refer note 12)	Retained earnings (refer note 12)	Total other equity		
As at April 01, 2020	13,822.40	50,030.35	48.67	-	8,932.31	72,833.73	16,775.31	89,609.04
Profit for the year	-	-	-	-	767.83	767.83	4,941.66	5,709.49
Other comprehensive income for the year	-	-	-	(51.39)	(28.73)	(80.12)	(73.00)	(153.12)
Issue of share capital to Non controlling interests	-	-	-	-	-	-	1,469.79	1,469.79
Expiry of share option under Employee stock option scheme	-	-	(22.83)	-	22.83	-	-	-
Expense recognized during the year	-	-	98.25	-	-	98.25	-	98.25
As at March 31, 2021	13,822.40	50,030.35	124.09	(51.39)	9,694.24	73,619.68	23,113.76	96,733.44
Profit for the year	-	-	-	-	31,369.74	31,369.74	7,104.09	38,473.84
Other comprehensive income for the year	-	-	-	-	5.00	5.00	48.72	53.72
Less - adjustment on account of sale of stake in MSFL (refer note 29)	(779.88)	-	-	51.39	167.35	(561.14)	(25,829.39)	(26,390.53)
Expiry of share option under Employee stock option scheme	-	53.70	(53.27)	-	53.27	53.70	-	53.70
Expense recognized during the year	-	-	90.46	-	-	90.46	-	90.46
As at March 31, 2022	13,042.52	50,084.05	161.28	-	41,289.60	1,04,577.45	4,437.18	1,09,014.63

Summary of significant accounting policies 2

Other notes to accounts 3-48

The accompanying notes are an integral part of the Consolidated Ind AS financial statements

As per our report of even date

For S.R. Batliboi & Co. LLP

Chartered Accountants

ICAI Firm Registration Number: 301003E/E300005

per Pravin Tulsyan

Partner

Membership Number: 108044

Place : Gurugram

Date: May 16, 2022

For and on behalf of the Board of Directors of Max Ventures and Industries Limited

Dinesh Kumar Mittal

(Director)

DIN: 00040000

Nitin Kumar Kansal

(Chief Financial Officer)

Place : New Delhi

Date: May 16, 2022

Sahil Vachani

(Managing Director & Chief Executive Officer)

DIN: 00761695

Ankit Jain

(Company Secretary)

CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE YEAR ENDED MARCH 31, 2022

(₹ in Lakh)

	For the year ended March 31, 2022	For the year ended March 31, 2021
Operating activities		
Profit before tax	426.45	8,186.35
Adjustments to reconcile profit before tax to net cash flows:		
Depreciation and amortisation expenses	1,481.29	4,958.94
Expense recognised on employee stock option scheme	80.85	98.25
Fair value gain on financial instruments at fair value through profit or loss	(16.22)	-
Net gain on sale of non-current investments	-	(637.23)
Loss on disposal of property, plant and equipment	4.38	320.45
Gain on sale of financial instruments	(36.52)	(1.83)
Liabilities/provisions no longer required written back	(30.57)	(26.65)
Impairment loss recognised on non-current investments	-	2,699.89
Interest income	(627.17)	(595.92)
Unwinding of interest on security deposit	(171.36)	(120.36)
Finance costs (including fair value change in financial instruments)	1,657.28	5,767.68
Operating profit before working capital changes	2,768.41	20,649.57
Working capital adjustments:		
Increase in trade and other receivables and prepayments	(272.25)	(1,095.76)
Decrease/(increase) in inventories	1,744.73	(2,346.12)
Decrease in trade and other payables	(206.91)	(1,558.76)
Increase in provisions	126.38	139.75
Cash generated from operations	4,160.36	15,788.68
Income tax paid (net of refund)	(763.82)	(2,536.92)
Net cash flows from operating activities	3,396.54	13,251.76
Investing activities		
Proceeds from sale of property, plant and equipment	39.82	10.80
Purchase of property, plant and equipment and investment property (including intangible assets, Capital work in progress (CWIP) and capital advances)	(14,186.01)	(12,682.22)
Investment in Right-of-use assets	-	(182.89)
Interest received	277.33	651.05
Net (investment)/redemption of deposits with remaining maturity for more than 3 months	(34,390.00)	1,738.24
Purchase of current investments	(13,870.98)	(718.63)
Proceeds from sale of current investments	9,242.08	3,507.76
Proceeds from sale of non-current investments	-	3,780.30
Purchase of non-current investments	-	(312.00)
Net cash flows used in investing activities	(52,887.76)	(4,207.59)
Financing activities		
Proceeds from issuance of equity share capital including security premium	85.95	1,469.99
Repayment of lease liability (including interest)	(442.73)	(681.47)
Proceeds/(repayments) of short term borrowings (net)	128.50	(16,388.97)
Proceeds from long-term borrowings	10,585.32	29,810.74
Repayment of long-term borrowings	(362.30)	(18,786.31)
Interest paid	(799.95)	(4,680.91)
Net cash flows from/(used in) financing activities	9,194.79	(9,256.93)

(₹ in Lakh)

	For the year ended March 31, 2022	For the year ended March 31, 2021
Net cash flow from discontinuing operations (refer note 29)	40,246.88	-
Net decrease in cash and cash equivalents	(49.55)	(212.76)
Cash and cash equivalents at the beginning of the year	979.40	1,192.16
Less - adjustment on account of sale of stake in MSFL (refer note 29)	(446.36)	-
Cash and cash equivalents at the year end	483.49	979.40

Components of cash and cash equivalents :

(₹ in Lakh)

	As at March 31, 2022	As at March 31, 2021
Balances with banks:		
On current accounts	479.27	976.11
Cash on hand	4.22	3.29
	483.49	979.40

Summary of significant accounting policies 2
Other notes to accounts 3-48

The accompanying notes are an integral part of the Consolidated Ind AS financial statements

- The above cash flow statement has been prepared under the indirect method set out in the applicable Indian Accounting Standard (Ind AS) 7 on "Statement of cash flows". Refer note 39A for change in financing activities disclosure pursuant to amendment to Ind AS 7.
- During the year, the Company paid in cash ₹ 34.02 Lakh (31 March 2021: ₹ 187.15 lakh) towards corporate social responsibility (CSR) expenditure (included in corporate social responsibility expenditure - Refer note 41).

As per our report of even date

For S.R. Batliboi & Co. LLP
Chartered Accountants
ICAI Firm Registration Number: 301003E/E300005

per Pravin Tulsyan
Partner
Membership Number: 108044

Place : Gurugram
Date: May 16, 2022

For and on behalf of the Board of Directors of Max Ventures and Industries Limited

Dinesh Kumar Mittal
(Director)
DIN: 00040000

Nitin Kumar Kansal
(Chief Financial Officer)

Place : New Delhi
Date: May 16, 2022

Sahil Vachani
(Managing Director & Chief Executive Officer)
DIN: 00761695

Ankit Jain
(Company Secretary)

Notes forming part of the consolidated financial statements

1 Corporate Information

The Consolidated Ind AS financial statements comprise financial statements of Max Ventures and Industries Limited (the Company) and its subsidiaries (collectively, the Group) for the year ended March 31, 2022. The Company is registered as a public company domiciled in India under Companies Act, 2013 and was incorporated on January 20, 2015. The Company's shares got listed on National Stock Exchange and Bombay Stock Exchange as on June 22, 2016. Registered office of the Company is located at 419, Bhai Mohan Singh Nagar, Village Railmajra, Tehsil Balachaur, Nawanshehar, Punjab - 144533.

The Group is principally engaged in the business of:

- Manufacturing and selling of a wide range of sophisticated packaging unmetallised BOPP films and metallised BOPP films including High Barrier films, Thermal Lamination films and Leather finishing foils;
- Construction and development of residential and commercial properties;
- Making investments in various companies and primarily engaged in growing and nurturing these business investments;
- Providing facility management services and managed office services
- Providing shared services to its other group companies

Information on the group structure is provided in Note 30. Information on other related party relationship of the Group is provided in the Note 40.

The consolidated Ind AS financial statements were authorised for issue in accordance with a resolution by the Board of directors of the Company on May 16, 2022.

2 Significant accounting policies

2.1 a) Basis of preparation

The consolidated financial statements of the Group have been prepared in accordance with Indian Accounting Standards (IND AS) notified under the Companies (Indian Accounting Standards)

Rules, 2015 (as amended from time to time) and presentation requirements of division II of Schedule III to the Companies Act 2013.

The consolidated Ind AS financial statements have been prepared on a historical cost basis, except for the following assets and liabilities which have been measured at fair value

- (i) Certain financial assets and liabilities (refer accounting policy regarding financial instruments)
- (ii) Derivative financial instruments,
- (iii) Defined benefit plans - plan assets

The Consolidated Ind AS Financial Statements are presented in INR and all values are rounded to nearest Lakh (INR 00,000) except when otherwise stated

The accounting policies have been consistently applied by the Group.

b) Basis of Consolidation

The Consolidated Ind AS Financial Statements (CFS) comprises the financial statements of the Company and its subsidiaries as at March 31, 2022. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if and only if the Group has:

- Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee)
- Exposure, or rights, to variable returns from its involvement with the investee, and
- The ability to use its power over the investee to affect its returns

Generally, there is a presumption that a majority of voting rights result in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

Notes forming part of the consolidated financial statements

- The contractual arrangement with the other vote holders of the investee
- Rights arising from other contractual arrangements
- The Group's voting rights and potential voting rights
- The size of the group's holding of voting rights relative to the size and dispersion of the holdings of the other voting rights holders

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated Ind AS financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

Consolidated Ind AS financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the group uses accounting policies other than those adopted in the consolidated Ind AS financial statements for like transactions and events in similar circumstances, appropriate adjustments are made to that group member's financial statements in preparing the consolidated Ind AS financial statements to ensure conformity with the group's accounting policies.

The financial statements of all entities used for the purpose of consolidation are drawn up to same reporting date as that of the parent company, i.e., year ended March 31. When the end of the reporting period of the parent is different from that of a subsidiary, the subsidiary prepares, for consolidation purposes, additional financial information as of the same date as the financial statements of the parent to enable the parent to consolidate the financial information of the subsidiary, unless it is impracticable to do so.

Consolidation procedure:

- Combine like items of assets, liabilities, equity, income, expenses and cash flows of the parent with those of its subsidiaries. For this purpose, income and expenses of the subsidiary are based on the amounts of the assets and liabilities recognised in the consolidated Ind AS financial statements at the acquisition date.
- Offset (eliminate) the carrying amount of the parent's investment in each subsidiary and the parent's portion of equity of each subsidiary.
- Eliminate in full intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the Group (profits or losses resulting from intragroup transactions that are recognised in assets, such as inventory and fixed assets, are eliminated in full). Intragroup losses may indicate an impairment that requires recognition in the consolidated Ind AS financial statements. IND AS12 Income Taxes applies to temporary differences that arise from the elimination of profits and losses resulting from intragroup transactions.

Profit or loss and each component of other comprehensive income (OCI) are attributed to the equity holders of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. If the Group loses control over a subsidiary, it:

- Derecognises the assets (including goodwill) and liabilities of the subsidiary
- Derecognises the carrying amount of any non-controlling interests
- Derecognises the cumulative translation differences recorded in equity

Notes forming part of the consolidated financial statements

- Recognises the fair value of the consideration received
- Recognises the fair value of any investment retained
- Recognises any surplus or deficit in profit or loss

Reclassifies the parent's share of components previously recognised in OCI to profit or loss or retained earnings, as appropriate, as would be required if the Group had directly disposed of the related assets or liabilities.

The Group recognises any non-controlling interest in the acquired entity on an acquisition-by-acquisition basis either at fair value or at the non-controlling interest's proportionate share of the acquired entity's net identifiable assets. Subsequent to acquisition, the carrying amount of non-controlling interests is the amount of those interests at initial recognition plus the non-controlling interests' share of subsequent changes in equity. Total comprehensive income is attributed to non-controlling interests even if it results in the non-controlling interest having a deficit balance.

2.2 Summary of significant accounting policies

a. Current versus non-current classification

The Group presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realized or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realized within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or

- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The Group classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. The Group has identified twelve months as its operating cycle.

b. Property, Plant and Equipment and Investment Property

(i) Property, Plant and Equipment

Property, Plant and equipment including capital work in progress are stated at cost, less accumulated depreciation and accumulated impairment losses, if any. The cost comprises of purchase price, taxes, duties, freight and other incidental expenses directly attributable and related to acquisition and installation of the concerned assets and are further adjusted by the amount of CENVAT/GST credit and VAT credit availed wherever applicable. Cost includes borrowing cost for long term construction projects if recognition criteria are met. When significant parts of plant and equipment are required to be replaced at intervals, the Group depreciates them separately based on their respective useful lives. Likewise, when a major inspection is performed, its cost is recognized in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognized in profit or loss as incurred.

An item of property, plant and equipment and any significant part initially recognized is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds

Notes forming part of the consolidated financial statements

and the carrying amount of the asset) is included in the income statement when the asset is derecognized.

The Group identifies and determines cost of each component/ part of the asset separately, if the component/ part has a cost which is significant to the total cost of the asset and has useful life that is materially different from that of the remaining asset.

Capital work- in- progress includes cost of property, plant and equipment under installation / under development as at the balance sheet date.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

In respect to tangible and intangible assets acquired under the business transfer agreement, the Group has calculated depreciation/ amortization on straight-line basis using the rates arrived at based on a technical estimate of the residual useful lives estimated by an independent engineering consultancy professional firm.

In respect of other assets, depreciation is calculated on a straight-line basis over estimated useful lives estimated by the management and in the manner prescribed in Schedule II of the Companies Act 2013.

The useful life is as follows:

Assets	Useful lives estimated by the management (years)
Leasehold Improvements	Over life of lease or life of asset whichever is less
Factory building	30
Other building	60
Plant and Equipment	15-25
Office Equipment	3 - 5
Computers & Data	3 - 6
Processing Units	
Furniture and Fixtures	10
Motor Vehicles	3 - 8

c. Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any. Internally generated intangibles, excluding capitalized development cost, are not capitalized and the related expenditure is reflected in statement of Profit and Loss in the period in which the expenditure is incurred. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use.

The useful lives of intangible assets are assessed as either finite or indefinite. Intangible assets with finite lives are amortized over their useful economic lives and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization period and the amortization method for an intangible asset with a finite useful life is reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset is accounted for by changing the amortization period or method, as appropriate and are treated as changes in accounting estimates. The amortization expense on intangible assets with finite lives is recognized in the statement of profit and loss in the expense category consistent with the function of the intangible assets.

Intangible assets with indefinite useful lives are not amortized, but are tested for impairment annually, either individually or at the cash-generating unit level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

Gains or losses arising from disposal of the intangible assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the assets are disposed off.

Intangible assets with finite useful life are amortized on a straight-line basis over their estimated useful life

Notes forming part of the consolidated financial statements

of 3-6 years.

Research costs are expensed as incurred. Development expenditures on an individual project are recognised as an intangible asset when the Group can demonstrate:

- (a) The technical feasibility of completing the intangible asset so that the asset will be available for use or sale
- (b) Its intention to complete and its ability and intention to use or sell the asset
- (c) How the asset will generate future economic benefits
- (d) The availability of resources to complete the asset
- (e) The ability to measure reliably the expenditure during development

Following initial recognition of the development expenditure as an asset, the asset is carried at cost less any accumulated amortisation and accumulated impairment losses. Amortisation of the asset begins when development is complete and the asset is available for use. It is amortised over the period of expected future benefit. Amortisation expense is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

During the period of development, the asset is tested for impairment annually.

d. Non-current assets held for sale

The Group classifies non-current assets as held for sale if their carrying amounts will be recovered principally through a sale rather than through continuing use. Actions required to complete the sale should indicate that it is unlikely that significant changes to the sale will be made or that the decision to sell will be withdrawn. Management must be committed to the sale expected within one year from the date of classification. The criteria for held for sale is regarded met only when the assets are available for immediate

sale in its present condition, subject only to terms that are usual and customary for sales of such assets, its sale is highly probable; and it will genuinely be sold, not abandoned. The Group treats sale of the asset to be highly probable when:

- i. The appropriate level of management is committed to a plan to sell the asset,
- ii. An active programme to locate a buyer and complete the plan has been initiated,
- iii. The asset is being actively marketed for sale at a price that is reasonable in relation to its current fair value,
- iv. The sale is expected to qualify for recognition as a completed sale within one year from the date of classification, and
- v. Actions required to complete the plan indicate that it is unlikely that significant changes to the plan will be made or that the plan will be withdrawn.
- vi. Non-current assets held for sale are measured at the lower of their carrying amount and the fair value less costs to sell. Assets and liabilities classified as held for sale are presented separately in the balance sheet.

e. Impairment of non-financial assets

The Group assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) net fair value less cost of disposal and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a

Notes forming part of the consolidated financial statements

pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining net fair value less cost of disposal, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

The Group bases its impairment calculation on detailed budgets and forecast calculations which are prepared separately for each of the Group's cash-generating units to which the individual assets are allocated. These budgets and forecast calculations are generally covering a period of five years. For the remaining economic life of the asset or cash-generating unit (CGU), a long-term growth rate is calculated and applied to project future cash flows after the fifth year. To estimate cash flow projections beyond periods covered by the most recent budgets/forecasts, the Group extrapolates cash flow projections in the budget using a steady or declining growth rate for subsequent years, unless an increasing rate can be justified. In this case, the growth rate does not exceed the long-term average growth rate for the products, industries, country in which the entity operates, or for the market in which the asset is used.

Impairment losses including impairment on inventories, are recognized in the statement of profit and loss.

After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining economic life.

An assessment is made at each reporting date as to whether there is any indication that previously recognized impairment losses no longer exist or may have decreased. If such indication exists, the Group estimates the asset's or cash-generating unit's recoverable amount. A previously recognized impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognized. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying

amount that would have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in the statement of profit and loss unless the asset is carried at a revalued amount, in which case the reversal is treated as a revaluation increase.

Impairment testing of goodwill and intangible assets with indefinite lives

Goodwill and intangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less cost of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non – financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

Goodwill is not amortised but it is tested for impairment annually, or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

Goodwill is allocated to cash-generating units for the purpose of impairment testing. The allocation is made to those cash-generating units or groups of cash-generating units that are expected to benefit from the business combination in which the goodwill arose. The units or groups of units are identified at the lowest level at which goodwill is monitored for internal management purposes, which in our case are the operating segments.

Notes forming part of the consolidated financial statements

f. Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

(i) Financial assets

The Group classified its financial assets in the following measurement categories:

- Those to be measured subsequently at fair value (either through other comprehensive income or through profit & loss)
- Those measured at amortized cost

Initial recognition and measurement

All financial assets are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognized on the trade date, i.e., the date that the Group commits to purchase or sell the asset. The difference between the transaction amount and amortised cost in case of interest free loan to subsidiaries based on expected repayment period is considered as deemed investment.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

- (i) Debt instruments at amortized cost
- (ii) Debt instruments and equity instruments at fair value through profit or loss (FVTPL)

Debt instruments at amortized cost

A 'debt instrument' is measured at the amortized cost if both the following conditions are met:

- (i) Business model test: The asset is held within a business model whose objective is to hold

assets for collecting contractual cash flows (rather than to sell the instrument prior to its contractual maturity to realise its fair value change), and

- (ii) Cash flow characteristics test: Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

This category is the most relevant to the Group. After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate (EIR) method. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. EIR is the rate that exactly discount the estimated future cash receipts over the expected life of the financial instrument or a shorter period, where appropriate to the gross carrying amount of financial assets. When calculating the effective interest rate the Group estimate the expected cash flow by considering all contractual terms of the financial instruments. The EIR amortization is included in finance income in the profit or loss. The losses arising from impairment are recognized in the profit or loss. This category generally applies to trade and other receivables.

Debt instruments at FVTPL

FVTPL is a residual category for financial instruments. Any financial instrument, which does not meet the criteria for amortized cost or FVTOCI, is classified as at FVTPL. A gain or loss on a Debt instrument that is subsequently measured at FVTPL and is not a part of a hedging relationship is recognized in statement of profit or loss and presented net in the statement of profit and loss within other gains or losses in the period in which it arises. Interest income from these Debt instruments is included in other income.

Notes forming part of the consolidated financial statements

Equity investments of other entities

All equity investments in scope of IND AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognized by an acquirer in a business combination to which IND AS 103 applies are classified as at FVTPL. For all other equity instruments, the Group may make an irrevocable election to present in other comprehensive income all subsequent changes in the fair value. The Group makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Group decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to profit and loss, even on sale of investment. However, the Group may transfer the cumulative gain or loss within equity. Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the Profit and loss.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a Group of similar financial assets) is primarily derecognized (i.e., removed from the Group's statement of financial position) when:

- the rights to receive cash flows from the asset have expired, or
- the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a "pass through" arrangement and either;
- (a) the Group has transferred the rights to receive cash flows from the financial assets or

- (b) the Group has retained the contractual right to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the Group has transferred an asset, the Group evaluates whether it has transferred substantially all the risks and rewards of the ownership of the financial assets. In such cases, the financial asset is derecognized. Where the entity has not transferred substantially all the risks and rewards of the ownership of the financial assets, the financial asset is not derecognized.

Where the Group has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognized if the Group has not retained control of the financial asset. Where the Group retains control of the financial asset, the asset is continued to be recognized to the extent of continuing involvement in the financial asset.

Impairment of financial assets

In accordance with IND AS 109, the Group applies expected credit losses (ECL) model for measurement and recognition of impairment loss on the following financial asset and credit risk exposure

- Financial assets measured at amortised cost; e.g. Loans, security deposits, trade receivable, bank balance.
- Financial assets measured at fair value through other comprehensive income (FVTOCI);

The Group follows "simplified approach" for recognition of impairment loss allowance on trade receivables. Under the simplified approach, the Group does not track changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition. the Group uses a provision matrix to determine impairment loss

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allowance on the portfolio of trade receivables. The provision matrix is based on its historically observed default rates over the expected life of trade receivable and is adjusted for forward looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward looking estimates are analysed.

For recognition of impairment loss on other financial assets and risk exposure, the Group determines whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the Group reverts to recognizing impairment loss allowance based on 12- months ECL.

As a practical expedient, the Group uses a provision matrix to determine impairment loss allowance on portfolio of trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward- looking estimates are analysed.

Reclassification of financial assets

The Group determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Group's senior management determines change in the business model as a result of external or internal changes which are significant to the

Group's operations. Such changes are evident to external parties. A change in the business model occurs when the Group either begins or ceases to perform an activity that is significant to its operations. If the Group reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Group does not restate any previously recognized gains, losses (including impairment gains or losses) or interest.

(ii) Financial liabilities Initial recognition and measurement

Financial liabilities are classified at initial recognition as financial liabilities at fair value through profit or loss, loans and borrowings, and payables, net of directly attributable transaction costs. The Group financial liabilities include loans and borrowings including bank overdraft, trade payable, trade deposits, retention money and other payables.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Trade Payables

These amounts represent liabilities for goods and services provided to the Group prior to the end of financial year which are unpaid. The amounts are unsecured and are usually paid within 0-180 days of recognition. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at fair value and subsequently measured at amortised cost using EIR method.

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial

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recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. Gains or losses on liabilities held for trading are recognised in the statement of profit and loss. Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in IND AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognised in OCI. These gains/ losses are not subsequently transferred to profit and loss. However, the Group may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit or loss. The Group has not designated any financial liability as at fair value through profit and loss.

Loans and borrowings

Borrowings are initially recognised at fair value, net of transaction cost incurred. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortization process. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the statement of profit and loss.

Financial guarantee contracts

Financial guarantee contracts issued by the Group are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the

issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognised less cumulative amortisation.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the consolidated balance sheet if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

g. Revenue from contracts with customers

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services. The Group has generally concluded that it is the principal in its revenue arrangements, because it typically controls the goods or services before transferring them to the customer. The following specific recognition criteria must also be met before revenue is recognized:

Contract balances

Contract assets

A contract asset is initially recognised for revenue earned from shared services because the receipt of consideration is conditional on successful completion

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of the contract. Upon completion of the contract and acceptance by the customer, the amount recognised as contract assets is reclassified to trade receivables.

Contract assets are subject to impairment assessment. Refer to accounting policies on impairment of financial assets in section e) Financial instruments – initial recognition and subsequent measurement.

Trade receivables

A receivable is recognised if an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due). Refer to accounting policies of financial assets in section e) Financial instruments – initial recognition and subsequent measurement.

Contract liabilities

A contract liability is recognised if a payment is received or a payment is due (whichever is earlier) from a customer before the Group transfers the related services. Contract liabilities are recognised as revenue when the Group performs under the contract (i.e., transfers control of the related services to the customer).

The Group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

The specific recognition criteria described below must also be met before revenue is recognized.

Sale of goods

Revenue from the sale of goods is recognized when the significant risks and rewards of ownership of the goods have passed to the buyer, usually on delivery of the goods and is measured at fair value of consideration received/receivable, net of returns and allowances, trade discounts and volume rebates.

Revenue from constructed properties

- (i) Revenue is recognised over time if either of the following conditions is met:

- Buyers take all the benefits of the property as real estate developers construct the property.
- Buyers obtain physical possession of the property
- The property unit to be delivered is specified in the contract and real estate entity does not have an alternative use of the unit; the buyer does not have the discretion to terminate the contract and the entity has right to payment for work completed to date. In case none of these conditions is met, revenue would be recognised at a point in time when the control of the property is passed on to the customer.

Shared Service Income

Revenue from shared services are recognised by reference to stage of completion of contract. The Group collects service tax/GST on behalf of the government and, therefore it is not an economic benefit flowing to the Group and is thus excluded from revenue.

Interest Income

For all debt instruments measured at amortised cost, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the net carrying amount of the financial asset or to the amortised cost of a financial liability. When calculating the effective interest rate, the Group estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses. Interest income is included in finance income in the statement of profit and loss. Interest income is recognized on a time proportion basis taking into account the amount outstanding and the applicable interest rate.

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Dividend Income

Dividend income is recognized when the Group's right to receive dividend is established by the reporting date.

Job work income

Revenue from job work is recognised by reference to stage of completion of job work as per terms of agreement. Revenue from job work is measured at the fair value of the consideration received or receivable, net of allowances, trade discounts and volume rebates, if any.

Export benefits

Export benefits constituting import duty benefits under Duty Exemption Pass Book (DEPB), duty draw back, Merchandise Exports from India Scheme (MEIS) and focus market scheme (FMS) are accounted for on accrual basis. Export benefits under DEPB & duty draw back are considered as other operating income.

h. Inventories

A. Inventories in manufacturing business

Inventories are valued at the lower of cost and net realisable value.

Costs incurred in bringing each product to its present location and condition are accounted for as follows:

- Raw materials, packing material and Stores & spares: cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost of raw materials, packing material and Stores & spares has been determined by using moving weighted average cost method.
- Finished goods and work in progress: cost includes cost of direct materials and labour and a proportion of manufacturing overheads based on the normal operating capacity, but excluding borrowing costs. Cost is determined by using moving weighted average cost method.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

B. Inventories in real estate business

Inventories also comprise completed units for sale and property under construction (Work in progress):

- Completed Unsold inventory is valued at lower of cost and net realizable value. Cost is determined by including cost of land, materials, services and related overheads.
- Work in progress is valued at cost. Cost comprises value of land (including development rights), materials, services and other overheads related to projects under construction.

i. Taxes

Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities in accordance with the Income Tax Act, 1961 and the income computation and disclosure standards (ICDS) enacted in India by using tax rates and tax laws that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognized outside profit or loss is recognized outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

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Deferred tax liabilities are recognised for all taxable temporary differences except:

- When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss
- In respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future

Deferred tax assets (including MAT credit) are recognized for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized except:

- When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss
- In respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred

tax asset to be utilized. Unrecognized deferred tax assets are re-assessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognized outside profit or loss is recognized outside the statement of profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Deferred tax assets is recognised for MAT credit available only to the extent that there is convincing evidence that the Group will pay normal income tax during specified period, i.e. the period for which MAT credit is allowed to be carried forward. The Group reviews the "MAT credit entitlement" asset at each reporting date and writes down the asset to the extent the Group does not have convincing evidence that it will pay normal tax during the specified period.

GST (Goods and Service tax)/ Sales tax/ value added taxes paid on acquisition of assets or on incurring expenses

Expenses and assets are recognised net of the amount of GST (Goods and Service tax)/ Sales tax/ value added taxes paid, except:

- When the tax incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case, the tax paid is recognised as part of the cost of acquisition of the asset or as part of the expense item, as applicable

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- When receivables and payables are stated with the amount of tax included

The net amount of tax recoverable from, or payable to, the taxation authority is included as part of Other current assets or liabilities in the balance sheet.

j. Borrowing costs

Borrowing cost includes interest expense as per effective interest rate [EIR]. Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the asset until such time that the asset are substantially ready for their intended use. Where fund are borrowed specifically to finance a project, the amount capitalized represents the actual borrowing incurred.

Where surplus funds are available out of money borrowed specifically to finance project, the income generated from such current investments is deducted from the total capitalized borrowing cost. Where funds used to finance a project form part of general borrowings, the amount capitalized is calculated using a weighted average of rate applicable to relevant general borrowing of the Group during the year. Capitalisation of borrowing cost is suspended and charged to profit and loss during the extended periods when the active development on the qualifying project is interrupted. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

k. Leases

The Group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Group as a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

i) Right-of-use assets

The Group recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets.

If ownership of the leased asset transfers to the Group at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

The right-of-use assets are also subject to impairment. Refer to the accounting policies in section (d) Impairment of non-financial assets.

ii) Lease Liabilities

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the

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Group and payments of penalties for terminating the lease, if the lease term reflects the Group exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

The Group's lease liabilities are included in Interest-bearing loans and borrowings.

iii) Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases of equipment (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

Group as a lessor

Leases in which the Group does not transfer

substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Rental income arising is accounted for on a straight-line basis over the lease terms. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

I. Provision and Contingent liabilities

Provisions

A provision is recognized when the Group has a present obligation (legal or constructive) as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

Contingent liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Group or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases, where there is a liability that cannot be recognized because it cannot be measured reliably. the Group does not recognize a contingent liability but discloses its existence in the financial statements unless the probability of outflow of resources is remote.

Provisions, contingent liabilities, contingent assets and commitments are reviewed at each balance sheet date.

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m. Retirement and other employee benefits

Provident fund

The Group has contributed to employees provident fund benefits through a trust "Max Financial Services Limited Provident Fund Trust" managed by Max Financial Services Limited (erstwhile Max India Limited) whereby amounts determined at a fixed percentage of basic salaries of the employees are deposited to the trust every month. The benefit vests upon commencement of the employment. The interest rate payable by the trust to the beneficiaries every year is notified by the government and the Group has an obligation to make good the shortfall, if any, between the return from the investments of the trust and the notified interest rate. The Group has obtained actuarial valuation to determine the shortfall, if any, as at the Balance Sheet date. The Group recognizes contribution payable to the provident fund as an expense, when the employee renders the related service.

Gratuity

Gratuity liability is a defined benefit obligation and is provided for on the basis of an actuarial valuation on projected unit credit method made at the end of each financial year.

Remeasurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognized immediately in the Balance Sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods.

Net interest is calculated by applying the discount rate to the net defined benefit (liabilities/assets). The Group recognized the following changes in the net defined benefit obligation under employee benefit expenses in statement of profit and loss

- (i) Service cost comprising current service cost, past service cost, gain & loss on curtailments and non-routine settlements.

- (ii) Net interest expenses or income

Superannuation fund

Retirement benefit in the form of superannuation fund is a defined contribution scheme.

Compensated Absences

Accumulated leave, which is expected to be utilized within the next 12 months, is treated as short-term employee benefit. The Group measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date.

The Group treats accumulated leave expected to be carried forward beyond twelve months, as long-term employee benefit for measurement purposes. Such long-term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the year end. Actuarial gains/losses are immediately taken to the statement of profit and loss and are not deferred. The Group presents the leave as a current liability in the balance sheet as the Group does not have an unconditional right to defer its settlement for 12 months after the reporting date.

Short-term obligations

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within twelve months after the end of the period in which the employees render the related service are recognized in respect of employee service upto the end of the reporting period and are measured at the amount expected to be paid when the liabilities are settled. the liabilities are presented as current employee benefit obligations in the balance sheet.

Long term incentive plan

Employees of the Group receives defined incentive, whereby employees render services for a specified period. Long term incentive is measured on accrual basis over the period as per the terms of contract.

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n. Share-based payments

Employees of the Group receive remuneration in the form of share based payment transaction, whereby employees render services as a consideration for equity instruments (equity-settled transactions).

Equity-settled transactions

The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using an appropriate valuation model.

That cost is recognized, together with a corresponding increase in share-based payment (SBP) reserves in equity, over the period in which the performance and/or service conditions are fulfilled in employee benefits expense. The cumulative expense recognized for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The statement of profit and loss expense or credit for a period represents the movement in cumulative expense recognized as at the beginning and end of that period and is recognized in employee benefits expense.

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Group's best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions.

No expense is recognized for awards that do not ultimately vest because non-market performance and/or service conditions have not been met. Where awards include a market or non-vesting condition, the transactions are treated as vested irrespective of whether the market or non-vesting condition is

satisfied, provided that all other performance and/or service conditions are satisfied.

When the terms of an equity-settled award are modified, the minimum expense recognized is the expense had the terms had not been modified, if the original terms of the award are met. An additional expense is recognized for any modification that increases the total fair value of the share-based payment transaction or is otherwise beneficial to the employee as measured at the date of modification. Where an award is cancelled by the entity or by the counterparty, any remaining element of the fair value of the award is expensed immediately through profit or loss.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

Cash-settled transactions

The cost of cash settled is measured initially at fair value at the grant date. This fair value is expensed over the period until the vesting date with recognition of a corresponding liability. The liability is re-measured to fair value at each reporting date up to and including the settlement date, with changes in fair value recognised in employee benefit expense.

o. Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

p. Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue, bonus element in a rights issue, share split, and reverse share split (consolidation of shares) that have changed the number of equity

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shares outstanding, without a corresponding change in resources. For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders of the parent company and weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares

q. Foreign currencies

Items included in the financial statements are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The Group's consolidated Ind AS financial statements are presented in Indian rupee (₹) which is also the Group's functional and presentation currency.

Foreign currency transactions are recorded on initial recognition in the functional currency, using the exchange rate prevailing at the date of transaction. However, for practical reasons, the Group uses an average rate if the average approximates the actual rate at the time of the transaction.

Measurement of foreign currency items at the balance sheet date

Foreign currency monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined.

r. Fair value measurement

The Group measures financial instruments, such as, derivatives at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is

based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- (i) In the principal market for the asset or liability, or
- (ii) In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Group.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- (i) Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- (ii) Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- (iii) Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognized in the financial statements on a recurring basis, the Group

Notes forming part of the consolidated financial statements

determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

The Group's management determines the policies and procedures for both recurring and non-recurring fair value measurement, such as derivative instruments measured at fair value.

External valuers are involved for valuation of significant assets, such as properties and financial assets and significant liabilities. Involvement of external valuers is decided upon annually by the management. The management decides, after discussions with the Group's external valuers which valuation techniques and inputs to use for each case.

At each reporting date, the management analyses the movements in the values of assets and liabilities which are required to be remeasured or re-assessed as per the Group's accounting policies.

The management in conjunction with the Group's external valuers, also compares the change in the fair value of each asset and liability with relevant external sources to determine whether the change is reasonable.

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above

This note summarises accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

Disclosures for valuation methods, significant estimates and assumptions (note 38)

Quantitative disclosures of fair value measurement hierarchy (note 38)

Financial instruments (including those carried at amortised cost) (note 5, 9, 13, 14, 18)

s. Derivative instrument

Initial recognition and subsequent measurement

The Group uses derivative financial instruments, such as forward currency contracts, to hedge its foreign currency risks. Such derivative financial instruments are initially recognized at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

For the purpose of hedge accounting, hedges are classified as:

- (i) Fair value hedges when hedging the exposure to changes in the fair value of a recognized asset or liability or an unrecognized firm commitment
- (ii) Cash flow hedges when hedging the exposure to variability in cash flows that is either attributable to a particular risk associated with a recognized asset or liability or a highly probable forecast transaction or the foreign currency risk in an unrecognized firm commitment
- (iii) Hedges of a net investment in a foreign operation

t. Government Grants

Government grants are recognized where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is recognized as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, it is recognized as income on the basis of accomplishment of export obligations.

The Group has inventorised the duty saved on import of raw material and recognised Government grant as liability. Deferred income is recognised in statement of profit and loss as and when export obligations are fulfilled and government grant is reduced by deferred income recognised.

Notes forming part of the consolidated financial statements

2.3 Significant accounting judgements, estimates and assumptions

The preparation of the Group's Consolidated Ind AS financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the Grouping disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of the asset or liability affected in future periods.

Judgements

In the process of applying the Group's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognized in the financial statements.

(a) Operating lease commitments - Group as lessee

The Group has taken various commercial properties on leases. the Group has determined, based on an evaluation of the terms and conditions of the arrangements, such as the lease term not constituting a substantial portion of the economic life of the commercial property, and that it does not retain all the significant risks and rewards of ownership of these properties and accounts for the contracts as operating leases. Refer Note 4B.

Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Group based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Group. Such changes are reflected in the assumptions when they occur.

(a) Taxes

Uncertainties exist with respect to the interpretation

of complex tax regulations, changes in tax laws, and the amount and timing of future taxable income. Given the wide range of business relationships and the long-term nature and complexity of existing contractual agreements, differences arising between the actual results and the assumptions made, or future changes to such assumptions, could necessitate future adjustments to tax income and expense already recorded. The Group establishes provisions, based on reasonable estimates. The amount of such provisions is based on various factors, such as experience of previous tax audits and differing interpretations of tax regulations by the taxable entity and the responsible tax authority. Such differences of interpretation may arise on a wide variety of issues depending on the conditions prevailing in the respective domicile of the companies.

(b) Defined benefit plans

The cost of defined benefit plans (i.e. Gratuity benefit) is determined using actuarial valuations. An actuarial valuation involves making various assumptions which may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, mortality rates. Due to the complexity of the valuation, the underlying assumptions and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date. In determining the appropriate discount rate, management considers the interest rates of long term government bonds where remaining maturity if such bond corresponding to the expected duration of the defined benefit obligation. The mortality rate is based on publicly available mortality tables for the specific countries. Future salary increases and pension increases are based on expected future inflation rates. Further details about the assumptions used, including a sensitivity analysis, are given in Note 36.

(c) Fair value measurement of financial instrument

When the fair value of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques

Notes forming part of the consolidated financial statements

including the Discounted Cash Flow (DCF) model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments. The Group uses Net asset value for valuation of investment in mutual funds. Refer Note 38 related to Fair value disclosures.

New and amended standards

The Group applied for the first-time certain standards and amendments, which are effective for annual periods beginning on or after 1 Apr 2021. The Group has not early adopted any other standard or amendment that has been issued but is not yet effective:

(i) Interest Rate Benchmark Reform – Phase 2: Amendments to Ind AS 109, Ind AS 107, Ind AS 104 and Ind AS 116

The amendments provide temporary reliefs which address the financial reporting effects when an interbank offered rate (IBOR) is replaced with an alternative nearly risk-free interest rate (RFR).

The amendments include the following practical expedients:

- A practical expedient to require contractual changes, or changes to cash flows that are directly required by the reform, to be treated as changes to a floating interest rate, equivalent to a movement in a market rate of interest
- Permit changes required by IBOR reform to be made to hedge designations and hedge documentation without the hedging relationship being discontinued
- Provide temporary relief to entities from having to meet the separately identifiable requirement when an RFR instrument is designated as a hedge of a risk component

These amendments had no impact on the financial statements of the Group. The Group

intends to use the practical expedients in future periods if they become applicable.

(ii) Conceptual framework for financial reporting under Ind AS issued by ICAI

The Framework is not a Standard and it does not override any specific standard. Therefore, this does not form part of a set of standards pronounced by the standard-setters. While the framework is primarily meant for the standard-setter for formulating the standards, it has relevance to the preparers in certain situations such as to develop consistent accounting policies for areas that are not covered by a standard or where there is choice of accounting policy, and to assist all parties to understand and interpret the Standards.

The amendments made in following standards due to Conceptual Framework for Financial Reporting under Ind AS includes amendment of the footnote to the definition of an equity instrument in Ind AS 102- Share Based Payments, footnote to be added for definition of liability i.e. definition of liability is not revised on account of revision of definition in conceptual framework in case of Ind AS 37 - Provisions, Contingent Liabilities and Contingent Assets etc.

The MCA has notified the Amendments to Ind AS consequential to Conceptual Framework under Ind AS vide notification dated June 18, 2021, applicable for annual periods beginning on or after April 1, 2021. Accordingly, the Conceptual Framework is applicable for preparers for accounting periods beginning on or after 1 April 2021. These amendments had no impact on the financial statements of the Group.

(iii) Ind AS 116: COVID-19 related rent concessions

MCA issued an amendment to Ind AS 116 Covid-19-Related Rent Concessions beyond 30 June 2021 to update the condition for lessees to apply the relief to a reduction in lease payments originally due on or before 30 June 2022 from 30 June 2021. The amendment applies to annual

Notes forming part of the consolidated financial statements

reporting periods beginning on or after 1 April 2021. In case a lessee has not yet approved the financial statements for issue before the issuance of this amendment, then the same may be applied for annual reporting periods beginning on or after 1 April 2020. These amendments had no impact on the financial statements of the Group.

(iv) Ind AS 103: Business combination

The amendment states that to qualify for recognition as part of applying the acquisition method, the identifiable assets acquired and liabilities assumed must meet the definitions of assets and liabilities in the Framework for the Preparation and Presentation of Financial Statements in accordance with Indian Accounting Standards* issued by the Institute of Chartered Accountants of India at the

acquisition date. Therefore, the acquirer does not recognise those costs as part of applying the acquisition method. Instead, the acquirer recognises those costs in its post-combination financial statements in accordance with other Ind AS. These amendments had no impact on the financial statements of the Group.

(v) Amendment to Ind AS 105, Ind AS 16 and Ind AS 28

The definition of "Recoverable amount" is amended such that the words "the higher of an asset's fair value less costs to sell and its value in use" are replaced with "higher of an asset's fair value less costs of disposal and its value in use". The consequential amendments are made in Ind AS 105, Ind AS 16 and Ind AS 28. These amendments had no impact on the financial statements of the Group.

Notes forming part of the consolidated financial statements

3. Property, plant and equipment (PPE)

(₹ in Lakh)

	Land (Freehold)	Building	Leasehold improve- ments	Plant and equipment	Furniture and fixture	Office equipment	Computers and data processing units	Motor vehicles	Total
Cost									
April 01, 2020	2,652.05	8,734.03	447.45	50,901.63	212.56	158.56	399.28	290.15	63,795.72
Additions	33.30	95.80	0.12	985.22	1.85	16.99	48.09	91.64	1,273.00
Disposals	-	-	-	(48.51)	-	(0.60)	(6.98)	(34.18)	(90.27)
March 31, 2021	2,685.35	8,829.83	447.57	51,838.34	214.41	174.95	440.39	347.61	64,978.45
Additions*	1,532.11	84.85	0.96	3,024.71	1.67	4.94	48.36	177.32	4,874.92
Disposals*	-	-	-	(32.25)	-	(1.66)	(4.38)	(77.39)	(115.68)
Less: adjustment for sale of stake in MSFL (refer note 29)	(4,217.46)	(8,914.68)	(56.52)	(54,776.73)	(149.55)	(163.67)	(347.58)	(142.11)	(68,768.30)
March 31, 2022	-	-	392.01	54.07	66.53	14.56	136.79	305.43	969.39
Depreciation									
April 01, 2020	-	796.05	82.21	8,732.26	60.22	98.85	286.37	96.45	10,152.42
Charge for the year	-	296.76	36.69	2,995.69	23.81	20.27	43.09	50.43	3,466.73
Disposals for the year	-	-	-	(27.49)	-	(0.47)	(6.61)	(17.56)	(52.13)
March 31, 2021	-	1,092.81	118.90	11,700.46	84.03	118.65	322.85	129.32	13,567.02
Charge for the year*	-	251.94	34.12	2,690.26	19.11	15.21	41.73	57.87	3,110.24
Disposals for the year*	-	-	-	(16.18)	-	(1.10)	(4.16)	(49.67)	(71.11)
Less: adjustment for sale of stake in MSFL (refer note 29)	-	(1,344.75)	(56.52)	(14,329.38)	(81.61)	(121.75)	(278.40)	(60.39)	(16,272.80)
March 31, 2022	-	-	96.50	45.16	21.53	11.01	82.02	77.14	333.35
Net book value									
As at March 31, 2022	-	-	295.51	8.91	45.00	3.55	54.77	228.29	636.03
As at March 31, 2021	2,685.35	7,737.02	328.67	40,137.88	130.38	56.30	117.54	218.29	51,411.43

*includes amount in respect of Max Speciality Films Limited (MSFL) for the 10 months ended January 31, 2022. Also refer note 29.

(₹ in Lakh)

Particulars	March 31, 2022	March 31, 2021
Capital work-in-progress	-	2,582.71
Total	-	2,582.71

i) For Capital-work-in progress, ageing as at March 31, 2021

CWIP	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	2,574.74	7.97	-	-	2,582.71
Projects temporarily suspended	-	-	-	-	-
Total	2,574.74	7.97	0.00	0.00	2,582.71

There is no CWIP which is overdue or has exceeded the cost compared to its original plan.

Notes :**a) Property, plant and equipment (PPE) given as security**

Refer note no 13 and 18 for charge created on property, plant and equipment as security against borrowings.

Notes forming part of the consolidated financial statements

3A Investment property

(₹ in Lakh)

Particulars	Max Towers	Building - Okhla	Land	Investment property (under development)	Balance with statutory authorities	Total
At cost						
As at April 01, 2020	43,360.41	105.52	8,874.50	18,159.77	-	70,500.20
Additions/ adjustments	1,620.18	10,122.81	-	6,788.07	-	18,531.06
Disposals/ adjustments	(304.22)	-	-	(9,837.65)	-	(10,141.87)
As at March 31, 2021	44,676.37	10,228.33	8,874.50	15,110.19	-	78,889.39
Additions/ adjustments	626.82	124.15	-	10,880.22	2,064.32	13,695.50
Disposals/ adjustments	(99.40)	(6.91)	-	-	-	(106.31)
As at March 31, 2022	45,203.79	10,345.57	8,874.50	25,990.41	2,064.32	92,478.59
Depreciation						
As at April 01, 2020	818.56	5.87	-	-	-	824.43
Depreciation charge for the year	837.96	78.69	-	-	-	916.65
Disposals/ adjustments	(9.07)	-	-	-	-	(9.07)
As at March 31, 2021	1,647.45	84.56	-	-	-	1,732.01
Depreciation charge for the year	847.81	224.15	-	-	-	1,071.96
Disposals/ adjustments	-	-	-	-	-	-
As at March 31, 2022	2,495.26	308.71	-	-	-	2,803.97
Net book value						
As at March 31, 2022	42,708.53	10,036.86	8,874.50	25,990.41	2,064.32	89,674.62
As at March 31, 2021	43,028.93	10,143.77	8,874.50	15,110.19	-	77,157.38

Investment property as at March 31, 2022 includes property under construction at Sector 129 Noida under Max Square Limited, a step down subsidiary company and property under construction at Okhla, Delhi under Pharmax Corporation Limited, a step down subsidiary company. (Investment property as at April 01, 2021 included property under construction at Sector 129 Noida under Max Square Limited, a step down subsidiary company)

i) For investment property under development, ageing as at March 31, 2022:

	Amount in investment property under development for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Max Square	9,513.80	3,827.02	11,183.77	-	24,524.59
Pharmax Corporation Limited	1,465.82	-	-	-	1,465.82
Total	10,979.62	3,827.02	11,183.77	-	25,990.41

ii) For investment property under development, ageing as at March 31, 2021:

	Amount in investment property under development for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Max Square	3,827.02	11,183.77	-	-	15,010.79
Max Towers	99.40	-	-	-	99.40
Total	3,926.42	11,183.77	-	-	15,110.19

Notes:

(i) Contractual obligations

Refer note 35 for disclosure of contractual commitments for the acquisition of investment properties.

Notes forming part of the consolidated financial statements

(ii) Capitalised borrowing cost

During the year, the Group has capitalised ₹ 883.95 Lakh (March 31, 2021- ₹ 839.89 Lakh) under investment property. Refer note 26.

(iii) Amount recognised in profit and loss for investment properties

	(₹ in Lakh)	
	March 31, 2022	March 31, 2021
Rental income	3,588.03	1,771.44
Less: Direct operating expenses generating rental income	(941.69)	(1,485.89)
Profit from leasing of investment properties	2,646.34	285.55
Less: depreciation expense	1,071.96	916.65
Profit from leasing of investment properties after depreciation	1,574.38	(631.10)

(iv) Fair value

Fair value hierarchy and valuation technique

The fair value of investment property has been determined by the company internally, having appropriate recognised professional qualification and recent experience in the location and category of the property being valued. The fair value has been arrived using discounted cash flow projections based on reliable estimates of future cash flows considering growth in rental of 15% on every 3 years, vacancy rate of 3% and discount rate of 12.00%.

Reconciliation of fair value:	(₹ in Lakh)
Opening balance as at April 01, 2020	₹43,500 to 47,850 Lakh
Increase of Fair value	NA
Decline in fair value	NA
Closing balance as at March 31, 2021 *	₹43,500 to 49,000 Lakh
Increase of Fair value	NA
Decline in fair value	NA
Closing balance as at March 31, 2022 *	₹43,500 to 49,000 Lakh

* Other than Investment property (under development)

Valuation models applied for valuation:

Discounted cash flow method - net present value is determined based on projected cash flows discounted at an appropriate rate.

Notes forming part of the consolidated financial statements

4. Intangible assets and Goodwill

(₹ in Lakh)

	Computer software	Goodwill	Total	Intangible assets under development
Cost				
April 01, 2020	554.29	167.09	721.38	12.95
Additions	7.76	-	7.76	-
Disposals	(33.78)	-	(33.78)	-
March 31, 2021	528.27	167.09	695.36	12.95
Additions*	19.14	-	19.14	239.80
Disposals*	(0.15)	-	(0.15)	-
Less: adjustment for sale of stake in MSFL (refer note 29)	(521.18)	(167.09)	(688.27)	(239.80)
March 31, 2022	26.08	-	26.08	12.95
Amortization				
April 01, 2020	370.10	-	370.10	12.95
Amortisation charge for the year	86.87	-	86.87	-
Disposals for the year	(25.42)	-	(25.42)	-
March 31, 2021	431.55	-	431.55	12.95
Amortisation charge for the year*	40.61	-	40.61	-
Disposals for the year*	(0.15)	-	(0.15)	-
Less: adjustment for sale of stake in MSFL (refer note 29)	(450.24)	-	(450.24)	-
March 31, 2022	21.77	-	21.77	12.95
March 31, 2022	4.31	-	4.31	-
March 31, 2021	96.72	167.09	263.81	-

*includes amount in respect of Max Speciality Films Limited (MSFL) for the 10 months ended January 31, 2022. Also refer note 29.

4b Right of use assets

The Group has lease contracts for buildings from related parties. The Group's obligations under its leases are secured by the lessor's title to the leased assets. The Group is restricted from assigning or sub leasing the leased assets.

The carrying amounts of right-of-use assets recognised and the movements during the year:

(₹ in Lakh)

Particulars	Building	Total
As at April 01, 2020	2,937.31	2,937.31
Additions	491.58	491.58
Depreciation expense	(489.03)	(489.03)
As at March 31, 2021	2,939.85	2,939.85
Additions*	549.59	549.59
Depreciation expense*	(471.94)	(471.94)
Less: adjustment for sale of stake in MSFL (refer note 29)	(534.85)	(534.85)
As at March 31, 2022	2,482.65	2,482.65

Notes forming part of the consolidated financial statements

The carrying amounts of lease liabilities and the movement during the year:

(₹ in Lakh)

Particulars	Building	Total
As at April 01, 2020	3,096.49	3,096.49
Additions	362.96	362.96
Accretion of interest	356.06	356.06
Payments	(681.47)	(681.47)
As at March 31, 2021	3,134.04	3,134.04
Additions*	535.45	535.45
Accretion of interest*	335.76	335.76
Payments*	(631.71)	(631.71)
Less: adjustment for sale of stake in MSFL (refer note 29)	(535.03)	(535.03)
As at March 31, 2022	2,838.51	2,838.51

*includes amount in respect of Max Speciality Films Limited (MSFL) for the 10 months ended January 31, 2022. Also refer note 29.

(₹ in Lakh)

Particulars	As at March 31, 2022	As at March 31, 2021
Non-current lease liabilities	2,705.11	2,835.08
Current lease liabilities	133.40	298.96
Total	2,838.51	3,134.04

The details regarding the maturity analysis of lease liabilities as at March 31, 2022 and March 31, 2021 on actual rent payments as per schedule:

(₹ in Lakh)

Particulars	As at March 31, 2022	As at March 31, 2021
Within one year	441.15	441.91
After one year but not more than five years	2,380.33	2,761.48
More than five years	1,837.03	1,897.03
Total	4,658.51	5,100.42

Considering the lease term of the leases, the effective interest rate for lease liabilities is 11%.

The Group does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.

The following are the amounts recognised in profit or loss:

(₹ in Lakh)

Particulars	As at March 31, 2022	As at March 31, 2021
Depreciation expense of right-of-use assets	471.94	489.03
Interest expense on lease liabilities	335.76	356.06
Total amount recognised in profit or loss	807.71	845.09

Notes forming part of the consolidated financial statements

5. Non-Current financial assets

(i) Investments

(₹ in Lakh)

	As at March 31, 2022	As at March 31, 2021
a) Investment in equity shares (valued at fair value through profit and loss) (unquoted)		
Max Speciality Films Limited		
4,192,565 (March 31, 2021 - 21,382,186) Equity shares of ₹ 10 each fully paid up	12,214.97	-
Azure Hospitality Private Limited		
Unquoted equity instruments 100 (March 31, 2021 - 100) equity shares of face value ₹10 each fully paid up	0.04	0.04
b) Investment in preference shares (valued at fair value through profit and loss) (unquoted)		
Azure Hospitality Private Limited		
16,234,829 (March 31, 2021 - 16,234,829) Series-C preference shares of nominal value ₹ 20 each fully paid up*	4,445.06	4,445.06
c) Smart Joules Private Limited (unquoted)		
232 (March 31, 2021 - 232) Series - A Compulsorily Convertible Preference Shares of nominal value ₹ 10 each fully paid up**	200.00	200.00
d) Aliferous Technologies Private Limited (unquoted)		
461 (March 31, 2021 - 461) Compulsorily Convertible Preference Shares (Seed Series A1 CCPS) of Nominal Value ₹100 each fully paid up***	49.92	49.92
e) Investment in IAN Fund (unquoted)		
226,589.69 (March 31, 2021 - 181,002.09) units of nominal value ₹ 100 each fully paid up	226.59	181.00
	17,136.58	4,876.02
Non-Current	17,136.58	4,876.02
Aggregate value of unquoted investments	17,136.58	4,876.02
Aggregate value of quoted investments	-	-
Aggregate market value of quoted investments	-	-
Aggregate amount of impairment in value of investments*	-	2,699.89

Note:

*Series-C 0.01% Cumulative Dividend Preference Shares of Nominal will be convertible into one equity share per preference shares, maximum after fifteen years from the date of issue. During the previous year, consequent to reassessment of fair value of investment in Azure Hospitality Private Limited, the Group (through its subsidiary, Max I Limited) had recorded a fair value loss through statement of profit and loss of ₹ 2,699.89 Lakh, which is disclosed as an Exceptional item in the Statement of Profit and loss for the year ended March 31, 2021.

**0.001% Non cumulative Series A Compulsory convertible participating preference shares will be convertible into one equity share per preference share, maximum after ten years from the date of issue.

Notes forming part of the consolidated financial statements

***0.001% Non cumulative Compulsory convertible preference shares will be convertible into one equity share per preference share, maximum after nineteen years from the date of issue. The Group has committed to invest further ₹ 49.90 Lakh towards these preference shares. Refer note 35B.

(ii) Trade receivables

(₹ in Lakh)

Particulars	As at March 31, 2022	As at March 31, 2021
Trade receivable (unsecured)	378.50	213.17
	378.50	213.17

Trade Receivable Ageing

As at March 31, 2022

(₹ in Lakh)

Particulars	Not due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 Months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables- considered good	-	295.70	-	82.80	-	-	378.50
(ii) Undisputed Trade receivables- Which have significant in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade receivables- Credit impaired	-	-	-	-	-	-	-
(iv) Undisputed Trade receivables-considered good	-	-	-	-	-	-	-
(v) Disputed Trade receivables-which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade receivables-credit Impaired	-	-	-	-	-	-	-
Total		295.70	-	82.80	-	-	378.50
Less: Allowance for credit loss							-
Net Trade Receivables							378.50

Notes forming part of the consolidated financial statements

Trade Receivable Ageing

As at March 31, 2021

(₹ in Lakh)

Particulars	Not due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 Months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables- considered good	-	95.69	117.48	-	-	-	213.17
(ii) Undisputed Trade receivables- Which have significant in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade receivables- Credit impaired	-	-	-	-	-	-	-
(iv) Undisputed Trade receivables-considered good	-	-	-	-	-	-	-
(v) Disputed Trade receivables- which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade receivables- credit Impaired	-	-	-	-	-	-	-
Total	-	95.69	117.48	-	-	-	213.17
Less: Allowance for credit loss							-
Net Trade Receivables							213.17

(₹ in Lakh)

Particulars	As at March 31, 2022	As at March 31, 2021
(iii) Loans (amortized cost) (unsecured) considered good unless otherwise stated		
Loan to employees	-	1.68
	-	1.68
(iv) Other bank balances		
Deposits with remaining maturity for more than 12 months	10.26	10.49
	10.26	10.49
(v) Other non current financial assets		
Security deposits {also refer note 40(b) for deposits made with related parties}	333.63	815.31
	333.63	815.31

6. Non-current tax assets

(₹ in Lakh)

Particulars	As at March 31, 2022	As at March 31, 2021
Advance income tax and tax deducted at source	1,200.94	651.88
	1,200.94	651.88

Notes forming part of the consolidated financial statements

7. Other non current assets

(₹ in Lakh)

Particulars	As at March 31, 2022	As at March 31, 2021
Unsecured considered good unless otherwise stated		
Capital advances	1,304.85	675.09
Excise duty deposited under protest	-	36.30
Prepaid expenses	404.57	793.52
Balance with statutory authorities	-	755.32
Interest recoverable from government authorities	-	73.43
	1,709.42	2,333.66

8 Inventories (at cost or Net realisable value whichever is less)

(₹ in Lakh)

	As at March 31, 2022	As at March 31, 2021
Raw materials, construction materials and packing materials [including stock in transit ₹ Nil (March 31, 2021: ₹ 3,039.25 Lakh)]	66.36	8,948.46
Stores and spares	-	1,124.11
Work in progress		
Real estate	1,325.59	3,040.08
BOPP Film	-	3,046.20
Finished goods [including in transit ₹ Nil (March 31, 2021: ₹ 1,965.74 Lakh)]	-	2,533.15
	1,391.95	18,692.00

9. Current financial assets

(i) Other investment

(₹ in Lakh)

	As at March 31, 2022	As at March 31, 2021
Quoted mutual funds (valued at fair value through profit and loss)		
Axis Liquid Fund - Direct - Growth	323.57	-
Face value - ₹ 10 (March 31, 2022 - Units - 13,691.6760, NAV - 2,364.0819) (March 31, 2021 - Units - Nil)		
Aditya Birla Sun Life Liquid Fund - Direct - Growth	1,156.95	-
Face value - ₹ 10 (March 31, 2022 - Units - 184,308.257, NAV - 343.1252) (March 31, 2021 - Units - Nil)		
SBI Liquid Fund - Direct - Growth	260.69	-
Face value - ₹ 10 (March 31, 2022 - Units - 7,821.2660, NAV - 3,333.0896) (March 31, 2021 - Units - Nil)		
UTI Liquid Cash Plan - Direct - Growth	2,314.15	-
Face value - ₹ 10 (March 31, 2022 - Units - 66,345.4250, NAV - 3,488.0423) (March 31, 2021 - Units - Nil)		
DSP Liquid Fund - Direct - Growth	8.04	-
Face value - ₹ 10 (March 31, 2022 - Units - 3,042.9873, NAV - 3,042.9873) (March 31, 2021 - Units - Nil)		
Tata Liquid Fund	602.02	-
Face value - ₹ 10 (March 31, 2022 - Units - 43,053.200, NAV - 3,332.229) (March 31, 2021 - Units - Nil)		
	4,665.42	-
Aggregate value of unquoted investments	-	-
Aggregate value of quoted investments	4,665.42	-
Aggregate market value of quoted investments	4,665.42	-

Notes forming part of the consolidated financial statements

(ii) Trade receivables

	As at March 31, 2022	(₹ in Lakh) As at March 31, 2021
Unsecured :		
(a) Trade Receivables considered good - Secured;	-	-
(b) Trade Receivables considered good - Unsecured;	731.80	13,126.90
(c) Trade Receivables which have significant increase in credit risk; and	-	-
(d) Trade Receivables - credit impaired	-	100.45
Less: Impairment allowance for trade receivables	-	(100.45)
Less: Provision for discounts	-	-
	731.80	13,126.90

No trade or other receivable are due from directors or other officers of the company either severally or jointly with any other person.

Trade receivables are non-interest bearing and are generally on terms of 0 to 120 days.

For terms and conditions relating to receivables from related parties, refer note 39(b)

Trade Receivable Ageing**As at March 31, 2022**

Particulars	Not due	Outstanding for following periods from due date of payment					Total
		Less than 6 month	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables- considered good	-	682.80	26.50	13.31	3.19	6.00	731.80
(ii) Undisputed Trade receivables- which have significant in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade receivables- Credit impaired	-	-	-	-	-	-	-
(iv) Undisputed Trade receivables-considered good	-	-	-	-	-	-	-
(v) Disputed Trade receivables-which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade receivables-credit Impaired	-	-	-	-	-	-	-
Total	-	682.80	26.50	13.31	3.19	6.00	731.80
Less: Allowance for credit loss							-
Net Trade Receivables							731.80

Notes forming part of the consolidated financial statements

Trade Receivable Ageing

As at March 31, 2021

(₹ in Lakh)

Particulars	Not due	Outstanding for following periods from due date of payment					Total
		Less than 6 month	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables- considered good	10,441.75	2,105.41	253.92	111.25	4.22	210.35	13,126.90
(ii) Undisputed Trade receivables- which have significant in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade receivables- Credit impaired	-	-	-	-	-	-	-
(iv) Undisputed Trade receivables-considered good	-	-	-	-	-	-	-
(v) Disputed Trade receivables-which have significant increase in credit risk	-	-	-	31.75	-	68.70	100.45
(vi) Disputed Trade receivables-credit Impaired	-	-	-	-	-	-	-
Total	10,441.75	2,105.41	253.92	143.01	4.22	279.05	13,227.35
Less: Allowance for credit loss							(100.45)
Net Trade Receivables							13,126.90

(iii) Cash and cash equivalents

(₹ in Lakh)

	As at March 31, 2022	As at March 31, 2021
Balances with banks:		
On current accounts	479.27	976.11
Cash on hand	4.22	3.29
	483.49	979.40

(iv) Bank Balances other than (iii) above

(₹ in Lakh)

	As at March 31, 2022	As at March 31, 2021
Deposits:		
Deposits with remaining maturity for less than 12 months	42,299.02	7,958.79
	42,299.02	7,958.79

Notes forming part of the consolidated financial statements

(v) Loans (amortized cost) (unsecured considered good unless otherwise stated)

(₹ in Lakh)

	As at March 31, 2022	As at March 31, 2021
Loan to employee	-	12.07
Advance to related parties (refer note 40b)	8.39	7.97
	8.39	20.04

(vi) Other current financial assets (unsecured considered good, unless otherwise stated)

(₹ in Lakh)

	As at March 31, 2022	As at March 31, 2021
Interest accrued on deposits		-
Interest accrued on fixed deposits		-
Security deposits	32.45	24.64
Interest accrued on deposits and others	489.21	139.37
Government grants	-	1,365.22
Goods and services tax recoverable on export goods	-	17.28
Other recoverables	0.74	3.15
Rent equalisation	988.87	622.00
	1,511.27	2,171.66
Break up of financial assets at amortised cost		
Non-current financial assets		
Trade receivables {refer note 5(ii)}	378.50	213.17
Loans {refer note 5(iii)}	-	1.68
Other bank balances {refer note 5(iv)}	10.26	10.49
Current financial assets		
Trade receivables {refer 9(ii)}	731.80	13,126.90
Cash and cash equivalents {refer 9(iii)}	483.49	979.40
Other bank balances {refer note 9(iv)}	42,299.02	7,958.79
Loans {refer 9(v)}	8.39	20.04
Other current financial assets {refer 9(vi)}	1,511.27	2,171.66
	45,422.73	24,482.13

10. Other current assets (unsecured considered good, unless otherwise stated)

(₹ in Lakh)

	As at March 31, 2022	As at March 31, 2021
Other advances*	116.33	618.49
Prepaid expenses	182.62	281.31
Government grant	-	1,118.06
Export benefits receivables	-	391.66
Balance with statutory authorities	755.77	555.79
	1,054.72	2,965.31
*refer note 40(b) for advances to related parties		

Notes forming part of the consolidated financial statements

11 (i) Equity share capital

(₹ in Lakh)

	As at March 31, 2022	As at March 31, 2021
a) Authorized share capital		
150,000,000 (March 31, 2021 - 150,000,000) equity shares of ₹10/- each	15,000.00	15,000.00
	15,000.00	15,000.00
Issued, subscribed and fully paid-up		
146,946,648 (March 31, 2021 - 146,624,062) equity shares of ₹10/- each fully paid up	14,694.66	14,662.41
Total issued, subscribed and fully paid-up share capital	14,694.66	14,662.41

b) Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

(₹ in Lakh)

Equity shares	March 31, 2022		March 31, 2021	
	No. of shares	(₹ in Lakh)	No. of shares	(₹ in Lakh)
At the beginning of the year	14,66,24,062	14,662	14,66,24,062	14,662.41
Add: Shares issued for stock options exercised (Refer note no 36.1)	3,22,586	32.26	-	-
Add: Shares issued during the year	-	-	-	-
At the end of the year	14,69,46,648	14,694.66	14,66,24,062	14,662.41

c) Terms and rights attached to equity shares

The Company has only one class of equity shares having a par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividend if any, proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

d) Details of shareholders holding more than 5% shares in the Company

(₹ in Lakh)

Name of the Shareholder	March 31, 2022		March 31, 2021	
	No. of shares	% held	No. of shares	% held
Equity shares of ₹ 10 each fully paid-up				
Max Ventures Investment Holdings Private Limited.	3,46,69,346	23.59%	4,93,37,874	33.65%
Siva Enterprises Private Limited	3,38,14,573	23.01%	1,91,46,045	13.06%
New York Life International Holdings Limited	3,12,82,950	21.34%	3,12,82,950	21.34%

Notes forming part of the consolidated financial statements

e) Details of shares held by promoters

As at 31 March 2022

Name of Promoters	No. of shares at the beginning of the year	Change during the year	No. of shares at the end of the year	% of total shares	% change during the year
Equity shares of ₹ 10 each fully paid-up					
Ravi Vachani	73,477	-	73,477	0.05%	-
Neelu Analjit Singh	47,501	-	47,501	0.03%	-
Analjit Singh	41,41,481	-	41,41,481	2.82%	-
Piya Singh	52,407	-	52,407	0.04%	-
Tara Singh Vachani	47,501	-	47,501	0.03%	-
Max Ventures Investment Holding Pvt Ltd	4,93,37,874	(1,46,68,528)	3,46,69,346	23.59%	(10.06%)
Siva Enterprises Private Limited	1,91,46,045	1,46,68,528	3,38,14,573	23.01%	10.06%
Total	7,28,46,286	-	7,28,46,286	49.57%	-

Details of shares held by promoters

As at 31 March 2021

Name of Promoters	No. of shares at the beginning of the year	Change during the year	No. of shares at the end of the year	% of total shares	% change during the year
Equity shares of ₹ 10 each fully paid-up					
Ravi Vachani	63,477	10,000	73,477	0.05%	0.01%
Neelu Analjit Singh	47,501	-	47,501	0.03%	-
Analjit Singh	40,93,844	47,637	41,41,481	2.82%	0.03%
Piya Singh	52,407	-	52,407	0.04%	-
Veer Singh	47,637	(47,637)	-	-	(0.03%)
Tara Singh Vachani	47,501	-	47,501	0.03%	-
Max Ventures Investment Holding Pvt Ltd	4,93,37,874	-	4,93,37,874	33.65%	-
Siva Enterprises Private Limited	1,91,46,045	-	1,91,46,045	13.06%	-
Total	7,28,36,286	10,000	7,28,46,286	49.68%	0.01%

f) Aggregate number of shares issued for consideration other than cash during the period of five years immediately preceding the reporting date

During the financial year 2015-16, existing shareholders of Max Financial Services Limited (erstwhile Max India Limited) were allotted shares in the ratio of 1:5 in Max Ventures and Industries Limited i.e. 53,300,555 equity shares under the scheme of demerger without any consideration in cash. The Company issued Nil Equity shares on exercise of options granted under the Employee Stock Option Plan 2006 of Max Financial Services Limited under the Corporate Restructuring plan.

The Company has issued 322,586 equity shares during the year ended March 31, 2022 and Nil equity shares during the year ended March 31, 2021 on exercise of options granted under the Employee Stock Option Plan 2016 of Max Ventures and Industries Limited. For details refer note 36.1.

Notes forming part of the consolidated financial statements

12. Other equity

(₹ in Lakh)

	As at March 31, 2022	As at March 31, 2021
Capital reserve (refer note a below)	13,042.52	13,822.40
Securities premium account (refer note b below)	50,084.05	50,030.35
Employee stock options outstanding (refer note c below)	161.28	124.09
Retained earnings (refer note d below)	41,289.60	9,694.24
Cash flow hedge reserve (refer note e below)	-	(51.39)
	1,04,577.45	73,619.68

Notes:

a) Capital reserve

(₹ in Lakh)

	As at March 31, 2022	As at March 31, 2021
At the beginning of the year	13,822.40	13,822.40
Less - sale of stake in Max Speciality Films Limited (refer note 29)	(779.88)	-
	13,042.52	13,822.40

b) Securities premium

(₹ in Lakh)

	As at March 31, 2022	As at March 31, 2021
At the beginning of the year	50,030.35	50,030.35
Add: premium on issue of employee stock options	53.70	-
	50,084.05	50,030.35

c) Employee stock options outstanding

(₹ in Lakh)

	As at March 31, 2022	As at March 31, 2021
At the beginning of the year	124.09	48.67
Add: expense recognized during the year	90.46	98.25
Less: expiry of share option under ESOP scheme	(53.27)	(22.83)
	161.28	124.09

d) Retained earnings (attributable to equity holders of the parent)

(₹ in Lakh)

	As at March 31, 2022	As at March 31, 2021
At the beginning of the year	9,694.24	8,932.31
Add- adjustment on account of sale of stake in Max Speciality Films Limited (refer note 29)	167.35	-
Profit for the year	38,822.89	767.83
Less: adjustment on account of sale of stake in Max Speciality Films Limited (refer note 29)	(7,453.15)	-
Expiry of share option under ESOP scheme	53.27	22.83
Re-measurement of post employment benefit obligation (net of tax) (item of OCI)	5.00	(28.73)
	41,289.60	9,694.24

Notes forming part of the consolidated financial statements

e) Cash flow hedge reserve (attributable to equity holders of the parent)

(₹ in Lakh)

	As at March 31, 2022	As at March 31, 2021
At the beginning of the year	-	-
Cost of hedging reserve	-	(79.05)
Income tax effect	-	27.66
	-	(51.39)

Nature and purpose of reserves

a) Capital reserve

The Group recognizes profit or loss on purchase, sale, issue or cancellation of the Company's own equity instruments to capital reserve

b) Securities premium

Securities premium is used to record the premium on issue of shares. The reserve can be utilised only for limited purposes such as issuance of bonus shares in accordance with the provisions of the Companies Act, 2013.

c) Employee stock options outstanding

The employee stock options based payment reserve is used to recognise the grant date fair value of options issued to employees under Employee stock option plan.

d) Retained earnings

Retained earnings are the profits that the Company has earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders.

e) Cash flow hedge reserve

The erstwhile subsidiary company Max Speciality Films Limited, had adopted cash flow hedging which comprises of non-derivative hedging instruments designated for hedging the foreign exchange rate of highly probable forecast transactions. The effective portion of changes in the fair value of the non-derivative hedging instruments that were designated and qualified as cash flow hedges was recognised in the other comprehensive income.

13. Borrowings

(₹ in Lakh)

	As at March 31, 2022	As at March 31, 2021
Non-current borrowings :		
From banks		
Term loans (secured) [refer note (i) to (xi) below]	24,895.40	35,596.39
Vehicle loans (secured) [refer note (xii) below]	9.02	68.42
Others		
Debt portion of compulsory convertible debentures [refer note (xiii) below]	3,430.96	3,430.96
Current maturity of long term borrowings :		
Term loans (secured) [refer note (i) to (xi) below]	487.36	4,001.33
Vehicle loans (secured) [refer note (xii) below]	22.31	24.51
Interest accrued	-	139.20
Total	28,845.06	43,260.81
Less: amount disclosed under "current financial liabilities" [refer note 18(i)]	509.68	4,165.04
	28,335.38	39,095.77
Aggregate Secured loans	25,414.10	39,829.85
Aggregate Unsecured loans	3,430.96	3,430.96

Notes forming part of the consolidated financial statements

Term loan from banks :

- i) Term loan from Yes Bank Limited amounting to ₹ Nil (March 31, 2021: ₹ 456.36 Lakh) is secured by way of first pari passu charge on the movable fixed assets (excluding assets/ equipments/ vehicles specifically charged to other lenders) and immovable fixed assets both present and future. The loan is repayable in 20 structured quarterly instalments commenced from 28 February 2019 carrying interest rate ranging from 8.80% p.a. to 9.60% p.a.
- ii) Term loan from IndusInd Bank Limited amounting to ₹ Nil (March 31, 2021: ₹ 6,583.27 Lakh) was secured by way of first pari passu charge on the entire fixed assets (moveable and immoveable, excluding vehicles) of the Company, existing and future. The loan was repayable in 16 structured quarterly instalments to be commenced from 30th September 2018 carrying interest rate of 7.75% p.a. to 9.55%. In previous year, outstanding buyers credit of last year were converted in Rupee term loan (RTL).
- iii) Term loan from Yes Bank Limited amounting to ₹ Nil (March 31, 2021: ₹ 1,993.47 Lakh) was secured by way of first pari passu charge on the movable fixed assets (excluding assets/ equipments/ vehicles specifically charged to other lenders) and immovable fixed assets both present and future. The loan was repayable in 32 structured quarterly instalments to be commenced from 1st December 2017 carrying interest rate of 8.70% p.a. to 9.60% p.a.
- iv) Foreign Currency Term loan from IDFC Bank Limited amounting to ₹ Nil (March 31, 2021: 5,873.92 Lakh [Euro 6,740,008]) is secured by way of first pari passu charge on entire fixed assets (moveable and immoveable excluding vehicles) of the company, existing and future. The loan is repayable in 17 structured quarterly instalments commencing from March 31, 2021 carrying interest rate of 4.85% p.a.
- v) Working Capital Term Loan (WCTL) by way of Guaranteed Emergency Credit Line (GECL) under ECLGS scheme of National Credit Guarantee Trustee Company Limited (NCGTC) from Kotak Mahindra Bank amounting ₹ Nil (March 31, 2021: ₹ 3,994 Lakh) is secured by way of second pari passu hypothecation charge on all existing and future current assets of the Company and residual charge on moveable fixed assets of the company. The loan is repayable in 48 equated monthly instalments to be commenced from March 2022 carrying interest rate of 6.95% p.a.
- vi) Term loan from State Bank of India amounting to ₹ Nil (March 31, 2021: 5,679.42 Lakh) is secured by way of first pari passu hypothecation charge on entire fixed assets of the company, both present and future including factory land and building with collateral by way of second pari passu charge on the current assets of the company including raw material, stock in process, finished goods, stores and spares, receivables and other current assets, both present and future. The loan is repayable in 16 structured quarterly instalments commencing from December 31, 2020 carrying interest rate ranging of 9.85% p.a. This loan has been taken over from Yes Bank during the year.
- vii) Term loan facility from ICICI Bank Limited amounting to ₹ 7,932.18 Lakh (March 31, 2021: ₹ 8,213.07 Lakh) is secured by way of exclusive charge of mortgage/hypothecation/assignment/security interest/charge/pledge upon following (both present and future) on:
 - 1 Pari-passu charge over project developed on the property;
 - 2 All present and future tangible moveable assets, including movable plant and machinery, machinery spares, tools and accessories, furniture, fixture and all other moveable fixed assets in relation to the property
 - 3 All present and future scheduled receivables to the extent received by the borrower
 - 4 The escrow account alongwith all monies credited / deposited therein
 - 5 The Debt Service Reserve Account (DSRA)
 - 6 30% of shareholding of the company (Max Towers) being held by Max Estates Limited
 - 7 The security as required by the lender shall be created and perfected in form and manner satisfactory to the lenders and shared on pari passu basis between the lenders

Notes forming part of the consolidated financial statements

- 8 Post creation of security, the project shall provide a security cover of 2 times during the entire tenure of facility on outstanding loan amount
- viii) Term loan facility from ICICI Bank Limited amounting to ₹ 3,793.64 Lakh (March 31, 2021: ₹ 3,859.23 Lakh) is secured by way of exclusive charge of mortgage/hypothecation/assignment/security interest/charge/pledge upon following (both present and future) on:
 - 1 Pari-passu charge over project developed on Max House Okhla Project;
 - 2 All present and future tangible moveable assets, including movable plant and machinery, machinery spares, tools and accessories, furniture, fixture and all other moveable fixed assets in relation to the property
 - 3 All present and future scheduled receivables to the extent received by the borrower
 - 4 The escrow account alongwith all monies credited / deposited therein
 - 5 The DSRA
 - 6 Corporate guarantee from Max Ventures and Industries Limited and Pharmax Corporation Limited
 - 7 The security as required by the lender shall be created and perfected in form and manner satisfactory to the lenders and shared on pari passu basis between the lenders
- ix) Term loan facility from IndusInd Bank Limited amounting to ₹ 12,855.95 Lakh (March 31, 2021: ₹ 2,945.00 Lakh) is secured by exclusive charge by way of mortgage/hypothecation/assignment/security interest / charge/pledge upon following (both present and future) on:
 - 1 Equitable mortgage on Project land;
 - 2 All present and future current assets, including lease rental receivables, parking rentals, CAM income, security deposit, sales receivable, any income generated pertaining to the project
 - 3 The escrow account alongwith all monies credited/deposited therein
 - 4 The DSRA
 - 5 30% of shares to be pledged by the borrower company (Max Square Limited)
 - 6 Corporate guarantee from Max Ventures and Industries Limited and Max Estates Limited
- x) Term loan facility from IDFC First Bank Limited amounting to ₹ 795.38 Lakh (March 31, 2021: ₹ Nil) is secured by exclusive charge by way of mortgage/hypothecation/assignment/security interest / charge/pledge upon following (both present and future) on:
 - 1 Equitable mortgage on Project land;
 - 2 All present and future current assets, including lease rental receivables, parking rentals, CAM income, security deposit, sales receivable, any income generated pertaining to the project
 - 3 The escrow account alongwith all monies credited/deposited therein
 - 4 The DSRA
 - 5 30% of shares to be pledged by the borrower company (Pharmax Corporation Limited)
 - 6 Corporate guarantee from Max Ventures and Industries Limited and Max Estates Limited

Notes forming part of the consolidated financial statements

- xi) As per the terms of loan agreements entered by the Group with its lenders, the Group is required to meet certain financial and non-financial covenants such as Debt service coverage ratio, Debt to Earnings Before Interest, Tax, Depreciation and Amortisation (EBITDA) ratio etc. In case of non-compliance with any of these covenants the non-compliance would be treated as event of default giving lender a right to charge either penal interest or recall the loan or both. During the year, there was no default in meeting any of the covenants.

Vehicle loan (secured) :

- xii) Vehicle loans amounting to ₹ 9.02 Lakh (March 31, 2021: ₹ 68.42 Lakh) are secured by way of hypothecation of respective vehicles. The loans are repayable in 3 to 5 years. The rate of interest varies between 7.90% p.a. to 10.00% p.a.

Others:

- xiii) Compulsorily convertible debentures are unsecured and have a face value of ₹ 10 each. They bear interest at the rate of 20% per annum, compounded annually, payable as follows-

No interest shall be payable unless the subsidiary company Max Square, has surplus cash flows in the financial year; surplus cash flow will be used to pay all accrued but unpaid interest on these compulsorily convertible debentures.

Undrawn borrowings:

There are undrawn long term borrowings of ₹ 35,700 Lakh as at March 31, 2022 (March 31, 2021: ₹ 21,055 Lakh).

14. Other non current financial liabilities

	(₹ in Lakh)	
	As at March 31, 2022	As at March 31, 2021
Security deposits	2,571.05	1,702.29
Interest accrued on Compulsorily convertible debentures{refer note 13(xiii)}	1,144.66	607.23
Deferred liabilities	147.00	169.13
	3,862.70	2,478.65

15. Long term provision

	(₹ in Lakh)	
	As at March 31, 2022	As at March 31, 2021
Provision for employee benefits		
Provision for gratuity (refer note 36)	120.74	860.24
	120.74	860.24

Notes forming part of the consolidated financial statements

16. Deferred tax (liabilities)/assets

(i) Deferred tax liability

(₹ in Lakh)

	As at March 31, 2022	As at March 31, 2021
Deferred tax liabilities		
Accelerated depreciation for tax purposes	(886.84)	(5,378.48)
Other items giving rise to temporary differences	13.53	(122.21)
Impact of fair valuation of investments	(1,806.46)	-
Gross deferred tax liabilities (a)	(2,679.77)	(5,500.69)
Deferred tax assets		
Expenses allowable on payment basis	162.13	571.85
Allowance for doubtful debts	-	25.28
Other items giving rise to temporary differences	52.48	52.48
MAT credit entitlement	43.85	3,509.89
Unabsorbed depreciation/losses	825.00	1,145.30
Gross deferred tax assets (b)	1,083.46	5,304.80
Deferred tax (liabilities)/asset (net)	(1,596.31)	(195.89)
Disclosed as		
Deferred tax liabilities	(1,984.11)	(520.48)
Deferred tax asset	387.80	324.59
	(1,596.31)	(195.89)

17. Other non current liabilities

(₹ in Lakh)

	As at March 31, 2022	As at March 31, 2021
Government grants	-	1,250.34
	-	1,250.34
Movement of government grant is as below:		
At the beginning of the year	1,250.34	1,287.06
Received during the year		170.52
Released to the statement of profit and loss	(884.88)	(207.24)
Less - adjustment on account of sale in stake of Max Speciality Films Limited (refer note 29)	(365.46)	
At the end of the year	-	1,250.34

Government grant is pertaining to duty saved under EPCG for import of capital goods.

18. Current financial liabilities

(i) Borrowings

(₹ in Lakh)

	As at March 31, 2022	As at March 31, 2021
Current maturity of long term borrowings	509.68	4,147.86
From Bank		
Working capital demand loan (secured) (refer note a below)	-	6,140.62
Buyers credit (secured) (refer note b below)	-	1,309.55
Packing credit (secured) (refer note c below)	-	493.31
	509.68	12,091.34

Notes forming part of the consolidated financial statements

- (a) Working capital demand loan from IDFC Bank Limited, Yes Bank Limited and IndusInd bank were repayable on demand and were secured by a first pari passu hypothecation charge on all current assets of the subsidiary Company, all present and future. The tenor of WCDL was between 30 to 180 days. The rate of interest on working capital demand loans varies between 7.05% p.a. to 11% p.a.. Working capital demand loan from HDFC Bank were repayable on demand and were secured by a first pari passu charge on entire stocks and book debts of the subsidiary Company. The tenor of WCDL is 7 to 180 days. The rate of interest on working capital demand loans varies between 7.05% p.a. to 8.75% p.a.. Working capital demand loan from State Bank of India and Kotak Mahindra Bank Limited were repayable on demand and were secured by a first pari passu hypothecation charge on all current assets of the subsidiary Company and a residual hypothecation charge on all existing and future moveable fixed assets of the subsidiary Company. The tenor of WCDL ranges between 30 to 180 days. The rate of interest on working capital demand loans varies between 7.10% p.a. to 9% p.a.. Working capital demand loan from ICICI Bank were repayable on demand and are secured by a first pari passu charge on current assets of the company, both present and future and a residual charge on moveable fixed assets of the company, both present and future. The tenor of WCDL ranges between 30 to 365 days. The rate of interest on working capital demand loans varies between 9.14% p.a. to 9.75% p.a.
- (b) Buyers credit against facility from ICICI Bank Limited amounting to ₹ Nil (₹ 1,309.55 Lakh as on March 31, 2021) was secured by way of hypothecation over the vacuum Metallizer procured under the Buyers credit facility both present and future on an exclusive charge basis.
- (c) Packing credit foreign currency facility from Yes Bank Limited were secured by a first pari passu hypothecation charge on all current assets of the subsidiary Company, all present and future. The tenor of PCFC was 180 days. The rate of interest on packing credit foreign currency facility is 2.45% p.a.

(ii) Trade payables

	As at March 31, 2022	As at March 31, 2021
Total outstanding dues of micro enterprises and small enterprises (MSME)	166.94	892.81
Total outstanding dues of creditors other than micro enterprises and small enterprises #	2,469.15	13,035.92
	2,636.09	13,928.73

Trade payables include due to related parties. Refer note 40 (b) for amount due to related parties.

Terms and conditions of the above:

Trade payables are non-interest bearing and are normally settled on 0 - 180 day terms

March 31, 2022	Outstanding for following periods from due date of payment					Total
	Less than 1 year		1-2 Years	2-3 Years	More than 3 years	
MSME	166.94		-	-	-	166.94
Others	2,456.94		12.21	-	-	2,469.15
Disputed dues-MSME	-		-	-	-	-
Disputed dues-Others	-		-	-	-	-
Total	2,623.88		12.21	-	-	2,636.09

Notes forming part of the consolidated financial statements

March 31, 2021	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 Years	2-3 Years	More than 3 years	Total
MSME	873.86	18.86	-	0.09	892.81
Others	12,833.46	186.58	4.28	11.60	13,035.92
Disputed dues-MSME	-	-	-	-	-
Disputed dues-Others	-	-	-	-	-
Total	13,707.33	205.44	4.28	11.68	13,928.73

(iii) Other current financial liabilities

(₹ in Lakh)

	As at March 31, 2022	As at March 31, 2021
Security deposits	107.01	153.34
Capital creditors	563.31	315.43
Deferred liabilities	277.10	462.03
	947.42	930.80

(iv) Derivative instruments at fair value through profit or loss

(₹ in Lakh)

	As at March 31, 2022	As at March 31, 2021
Derivatives not designated as hedges		
Foreign exchange forward contracts	-	0.81
	-	0.81

Derivative instruments at fair value through profit or loss reflect the positive change in fair value of those foreign exchange forward contracts that are not designated in hedge relationships, but are, intended to reduce the level of foreign currency risk for expected sales and purchases.

19. Short term provision

(₹ in Lakh)

	As at March 31, 2022	As at March 31, 2021
Provision for employee benefits		
- Provision for leave encashment	242.75	396.75
- Provision for gratuity (refer note 36)	1.42	72.18
	244.17	468.93

20. Other current liabilities

(₹ in Lakh)

	As at March 31, 2022	As at March 31, 2021
Advance from customers	255.71	1,367.87
Government Grant	-	564.60
Unearned income	7.04	3.39
Statutory dues	649.97	1,107.18
	912.71	3,043.04
Movement of government grant is as below:		
At the beginning of the year	564.60	291.56
Received during the year	1,003.80	702.83
Released to the statement of profit and loss	(1,303.06)	(429.79)
Less - adjustment on account of sale of stake in Max Speciality Films Limited (refer note 29)	(265.34)	-
At the end of the year	-	564.60

Notes forming part of the consolidated financial statements

21. Revenue from operations

(₹ in Lakh)

	For the year ended March 31, 2022	For the year ended March 31, 2021
Revenue from operations		
Revenue from sale of constructed properties, lease income and facility management	9,112.86	4,972.77
Total	9,112.86	4,972.77
Revenue from services		
Income from shared services {refer note 40(a)}	983.85	1,059.98
Other operating income		
Net gain on sale of non- current investments	-	637.23
Total	10,096.71	6,669.98

Performance obligation

The performance obligation is satisfied upon completion of the services and payment is generally due within 30 to 180 days from such date.

22. Other income

(₹ in Lakh)

	For the year ended March 31, 2022	For the year ended March 31, 2021
Interest income on		
- on fixed deposits*	627.17	496.10
- on security deposit*	171.36	114.20
Gain on mutual fund investments	36.52	1.83
Fair value gain on financial instruments at fair value through profit or loss	16.23	-
Liabilities/provisions no longer required written back	30.57	14.50
Miscellaneous income	110.73	92.18
	992.58	718.81

* on financial assets at amortised cost

23. Cost of land, plots, development rights, constructed properties and others

(₹ in Lakh)

	For the year ended March 31, 2022	For the year ended March 31, 2021
Inventories at beginning of year	85.94	88.26
Add: Cost incurred during the year	669.32	188.73
Less: inventory at the end of year	49.93	85.94
Cost of land, plots, development rights, constructed properties and others	705.33	191.04

Notes forming part of the consolidated financial statements

24. Change in inventories of constructed properties

(₹ in Lakh)

	For the year ended March 31, 2022	For the year ended March 31, 2021
a) Inventories at the end of the year		
Work in progress-		
Real Estate	1,325.59	3,040.08
	1,325.59	3,040.08
b) Inventories at the beginning of the year		
Work in progress-		
Real Estate	3,176.54	4,598.06
	3,176.54	4,598.06
Net decrease in inventories of constructed properties (b-a)	1,850.94	1,557.97

25. Employee benefits expense

(₹ in Lakh)

	For the year ended March 31, 2022	For the year ended March 31, 2021
Salaries, wages and bonus	1,103.03	1,252.50
Contribution to provident and other funds (refer note 36.2)	74.70	47.11
Employee stock option scheme* (refer note 36.1)	80.85	98.25
Gratuity expense (refer note 36)	28.80	32.28
Staff welfare expenses	28.90	31.64
	1,316.28	1,461.78

*net of amount capitalised in Investment Property under development ₹ 9.61 Lakh (March 31, 2021: ₹ Nil)

26. Finance costs

(₹ in Lakh)

	For the year ended March 31, 2022	For the year ended March 31, 2021
Interest on term loan:		
(a) Interest expense	2,121.77	2,167.90
Interest on lease liabilities (refer note 4b)	319.90	332.61
Interest on others	46.34	0.19
Bank charges	53.22	58.03
	2,541.23	2,558.73
Less: Finance cost capitalised (refer note 3A)	(883.95)	(839.89)
	1,657.28	1,718.84

27. Depreciation and amortization expense

(₹ in Lakh)

	For the year ended March 31, 2022	For the year ended March 31, 2021
Depreciation of tangible assets and investment property (refer note 3 and 3A)	1,166.91	998.77
Depreciation of right-of-use assets (refer note 4b)	310.86	308.60
Amortization of intangible assets (refer note 4)	3.51	4.09
	1,481.29	1,311.46

Notes forming part of the consolidated financial statements

28. Other expenses

	(₹ in Lakh)	
	For the year ended March 31, 2022	For the year ended March 31, 2021
Rent	257.29	377.99
Insurance expenses	46.76	43.82
Rates and taxes	146.69	73.90
Repairs and maintenance:		
Building	1,334.55	964.90
Others	241.52	39.21
Travelling and conveyance	98.84	56.63
Communication costs	10.49	2.36
Legal and professional	658.64	870.65
Directors' sitting fees {refer note no 40(a)}	53.48	77.78
Advertisement and sales promotion	488.65	429.18
Loss on sale of property, plant and equipment (net)	4.38	295.32
Corporate Social Responsibility (CSR) expenditure (refer note no 41)	34.02	38.09
Shared service charges {refer note no 40(a)}	40.00	162.03
Miscellaneous expenses	236.41	232.97
	3,651.72	3,664.84

29. Discontinued Operations

The Board of Directors of the Holding Company, in its meeting dated November 14, 2021 had approved the divestment of remaining 51% shareholding in Max Speciality Films Limited (MSFL), a subsidiary of the Company to Toppan Inc., a 49% strategic partner in MSFL, in two separate tranches at an enterprise value of ₹ 135,000 Lakh, subject to customary closing conditions, including but not limited to shareholder or other approvals. The shareholder approval for the aforesaid transaction was received on December 16, 2021. Pursuant to this, on February 01, 2022, 41% shareholding representing 17,189,600 shares in MSFL, were transferred by the Company for a total consideration of ₹ 49,442.00 Lakh. Hence, MSFL ceased to be a subsidiary of the Company w.e.f. February 01, 2022.

As per the executed agreement, remaining 10% shareholding will be transferred by June 2023 at the aforesaid enterprise value and therefore, this remaining investment in MSFL is now carried at fair value through profit and loss account. Consequently, the Company has recognized a realized gain of ₹ 30,970.34 Lakh (net of related expenses of ₹ 1,734.96 Lakh and profit for the 10 months ended January 31, 2022 of MSFL amounting to ₹ 7,453.15 Lakh) and fair value gain on remaining investment of ₹ 9,952.13 Lakh, which on aggregate basis, is included in the line item "Gain on sale of discontinued operations" in Discontinued operations.

The current and deferred tax expense on this transaction ₹ 10,031.39 Lakh, is included in the line-item Tax expenses under discontinued operations in these consolidated Ind AS financial statements for the year ended March 31, 2022.



Notes forming part of the consolidated financial statements

(a) The results of discontinued operations for the period/year are presented below:

(₹ in Lakh)

	For the period ended January 31, 2022	For the year ended March 31, 2021
Revenue		
Revenue from operations	1,26,984.14	1,11,388.56
Other Income	1,029.34	1,043.86
Total income (I)	1,28,013.48	1,12,432.42
Cost of materials consumed	83,266.01	72,865.81
Increase/ decrease in inventories of finished goods and work in progress	(816.89)	(688.35)
Employee benefits expense	3,830.98	4,450.57
Finance Costs	2,175.91	4,048.84
Depreciation & amortisation expense	3,215.94	3,647.48
Other expenses	14,517.31	14,704.69
Total expense (II)	1,06,189.26	99,029.04
Profit before tax	21,824.22	13,403.38
Tax expense		
Current tax	3,840.18	2,333.40
Adjustment of tax relating to earlier periods	-	14.72
Deferred tax charge	3,468.15	883.99
Total income tax expense	7,308.33	3,232.11
Profit after tax	14,515.89	10,171.27

Net cash flows attributable to discontinued operations are as follows:

Particulars	Period ended January 31, 2022
Cash flow from operating activities	23,420.93
Cash flow used in investing activities	(4,771.13)
Proceeds from sale of discontinued operations (net of expenses and tax)	40,177.03
Cash flow used in financing activities	(18,579.95)
Net increase in cash and cash equivalents	40,246.88

30. The subsidiaries and step down subsidiaries follow financial year as accounting year. The financial statements of Max Speciality Films Limited (upto February 1, 2022), Max Estates Limited, Max I. Limited, Max Asset Services Limited, Max Square Limited and Max Towers Private Limited have been consolidated from the date of incorporation/acquisition of these entities till the date of their deconsolidation (as applicable). The below is the summary of principal activities of these entities and proportion of ownership of the Holding Company:

Name of the subsidiary	Principal activities	Country of incorporation	Proportion of ownership as at	
			March 31, 2022	March 31, 2021
Subsidiary				
Max Speciality Films Limited (Upto February 1, 2022, Refer note 29)	Manufacturing and selling of a wide range of sophisticated packaging unmetallised BOPP films and metallised BOPP films including High Barrier films, Thermal Lamination films and Leather finishing foils;	India	10%	51%
Max Estates Limited	Construction and development of residential and commercial properties	India	100%	100%

Notes forming part of the consolidated financial statements

Name of the subsidiary	Principal activities	Country of incorporation	Proportion of ownership as at	
			March 31, 2022	March 31, 2021
Max I. Limited	Making investments in various companies and primarily engaged in growing and nurturing these business investments	India	100%	100%
Max Asset Services Limited (formerly known as Max Learning Limited)	Facility management services for commercial real estate	India	100%	100%
Max Square Limited (formerly known as Northern Propmart Solutions Limited)	Construction and development of residential and commercial properties	India	51%	51%
Pharmax Corporation Limited	Construction and development of residential and commercial properties	India	85%	85%
Max Towers Private Limited (formerly known as Wise Zone Builders Private Limited)	Construction and development of residential and commercial properties	India	100%	100%

31. Income taxes

(₹ in Lakh)

	For the year ended March 31, 2022	For the year ended March 31, 2021
(a) Income tax expense in the statement of profit and loss comprises :		
Current Income Tax		
Current income tax charge	58.89	404.68
Adjustment in respect of current income tax of previous year	2.82	(118.95)
Deferred Tax		
Relating to origination and reversal of temporary differences	(100.86)	(1,040.98)
Income tax expense reported in the statement of profit or loss for continuing operations	(39.15)	(755.25)
Discontinued operations		
Total income tax expense (refer note 29)	7,308.33	
Tax expense on realized gain and fair value gain (refer note 29)	10,031.39	
Income tax expense reported in the statement of profit or loss for discontinuing operations	17,339.72	

32. Components of Other comprehensive income (OCI) (Retained earnings)

(₹ in Lakh)

	For the year ended March 31, 2022	For the year ended March 31, 2021
Re-measurement (gains)/ losses on defined benefit plans (refer note: 36.0)	8.00	(1.58)
Income tax related to items recognized in OCI during the year	(3.00)	(2.56)
Income tax related to items recognized in OCI during the year	5.00	(4.14)

Notes forming part of the consolidated financial statements

33. Earnings per share (EPS)

	(₹ in Lakh)	
	For the year ended March 31, 2022	For the year ended March 31, 2021
Profit after tax from continuing and discontinued operations (₹ in Lakh)	38,768.48	767.83
Weighted average number of equity shares outstanding during the year (Nos.)	14,67,64,614	14,66,24,062
Basic earnings per share (₹)	27.08	0.52
Weighted average number of equity shares outstanding for dilutive earnings per share (Nos)	14,74,45,417	14,71,69,639
Diluted earnings per share (₹)	26.29	0.52
Profit/(Loss) for the year from continuing operations attributable to:	465.60	(4,461.78)
Equity holders of parent company	474.29	(4,419.51)
Weighted average number of equity shares outstanding during the year (Nos.)	14,67,64,614	14,66,24,062
Basic earnings per share (₹)	0.33	(3.02)
Weighted average number of equity shares outstanding for dilutive earnings per share (Nos)	14,74,45,417	14,71,69,639
Diluted earnings per share (₹)	0.32	(3.02)
Profit for the year from discontinued operations attributable to:	45,406.97	10,171.27
Equity holders of parent company	38,294.19	5,187.35
Weighted average number of equity shares outstanding during the year (Nos.)	14,67,64,614	14,66,24,062
Basic earnings per share (₹)	26.75	3.54
Weighted average number of equity shares outstanding for dilutive earnings per share (Nos.)	14,74,45,417	14,71,69,639
Diluted earnings per share (₹)	25.97	3.54
Weighted average number of equity shares outstanding during the year for dilutive earnings per share (Nos)		
Weighted average number of equity shares outstanding during the year (Nos.)	14,67,64,614	14,66,24,062
Add: ESOPs	6,80,803	5,45,577
	14,74,45,417	14,71,69,639

Notes forming part of the consolidated financial statements

34. Income Tax

The major components of income tax expense for the year ended March 31, 2022 and March 31, 2021 are :

Statement of profit and loss :

(₹ in Lakh)		
Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Current income tax :		
Current tax	58.89	404.68
Adjustment of tax relating to earlier years	2.82	(118.95)
Deferred tax :		
Relating to origination and reversal of temporary differences	(100.86)	(1,040.98)
Income tax expense reported in the statement of profit and loss	(39.15)	(755.25)
Income tax attributable to discontinued operation	17,339.72	3,232.11
Total	17,300.57	2,476.86

OCI section :

Deferred tax related to items recognised in OCI during the year :

(₹ in Lakh)		
Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Net loss/(gain) on remeasurements of defined benefit plans	(3.00)	(2.56)
Net loss/(gain) on remeasurements of defined benefit plans discontinued operations	(5.47)	25.96
Income tax effect on cost of hedging reserve	(47.35)	54.24
Tax related to items recognized in OCI during the year	(55.83)	77.64

Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate for the year ended March 31, 2022 and year ended March 31, 2021:

(₹ in Lakh)		
Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Accounting profit before tax from continuing operations	426.45	8,186.35
Accounting profit before tax from discontinuing operations	21,824.22	13,403.38
Gain on sale of discontinued operations	40,922.47	-
Accounting profit before income tax	63,173.14	21,589.73
At India's statutory income tax rate of 34.944% and 25.17% (March 31, 2021: 34.944%, 25.17%, 29.12 %)	18,032.80	3,404.81
Non-Taxable Income for tax purposes:		
Others	(7.33)	(106.81)
Non-deductible expenses for tax purposes:		
Other non-deductible expenses	414.55	333.67
Tax relating to earlier years	72.94	(104.23)
Others		
Impact of change in tax rate for future periods	(350.66)	(1,551.44)
Items taxed at different rate	(704.17)	-
Others	(18.57)	126.86
Losses of subsidiary not being considered for deferred tax	(138.99)	374.00
At the effective income tax rate	17,300.57	2,476.86
Income tax expense reported in the statement of profit and loss	17,300.57	2,476.86
Total tax expense	17,300.57	2,476.86

Notes forming part of the consolidated financial statements

Deferred tax relates to the following:

(₹ in Lakh)		
Particulars	March 31, 2022	March 31, 2021
Deferred tax liabilities		
Accelerated depreciation for tax purposes	(886.84)	(5,378.48)
Other items giving rise to temporary differences	13.53	(122.21)
Impact on fair valuation of investments	(1,806.46)	-
Gross deferred tax liabilities (a)	(2,679.77)	(5,500.69)
Deferred tax assets		
Expenses allowable on payment basis	162.13	571.85
Allowance for doubtful debts	-	25.28
Other items giving rise to temporary differences	52.48	52.48
Minimum Alternate Tax (MAT) credit entitlement	43.85	3,509.89
Unabsorbed depreciation/losses	825.00	1,145.30
Gross deferred tax assets (b)	1,083.46	5,304.80
Deferred tax (liabilities)/asset (net)	(1,596.31)	(195.89)
Disclosed as:		
Deferred tax liabilities	(1,984.11)	(520.48)
Deferred tax asset	387.80	324.59
	(1,596.31)	(195.89)

Reconciliation of deferred tax liabilities (net):

(₹ in Lakh)		
Particulars	March 31, 2022	March 31, 2021
Opening balance at the beginning of year	195.89	429.51
Less: adjustment for sale of stake in MSFL (refer note 29)	(4,049.68)	-
Tax expense/(income) during the year recognised in the statement of profit or loss	5,394.27	(156.99)
Tax expense/(income) during the year recognised in OCI	55.83	(76.63)
Net balance	1,596.31	195.89
Closing balance at the end of year	1,596.31	195.89

The Group offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.

35 a. Commitments and contingencies

A. Contingent liabilities not provided for

(₹ in Lakh)			
S. No.	Particulars	As at March 31, 2022	As at March 31, 2021
i.	Claims against the Group not acknowledged as debts {Refer note (a)}	-	167.78
ii.	Contingent liability for pending C form's from customers {Refer note (b)}	-	22.56
iii.	Bank guarantee {Refer note (c)}	5,000.00	5,000.00

Note:

- a. Contingent liability with respect to item (i) above represents disputed excise, service tax and goods and service tax demands pertaining to various years ranging from Financial Year 2006-07 to 2020-21. All these matters are pending with various judicial/appellate authorities and the Group believes that it has merit in these cases

Notes forming part of the consolidated financial statements

and more likely than not the Company will succeed in these cases. Contingent liability with respect to item (i) above also includes an amount ₹ 132.10 Lakh related to valuation of waste and scrap for captive consumption, wherein the appeal filed by the subsidiary Company Max Speciality Films Limited for the financial year 2015-16 is pending with the Commissioner (Appeals), Ludhiana.

- b. Contingent liability for pending C forms from customers represent pending liability against C forms for FY 2017-18 upto June 30, 2017. The subsidiary company is under the process of collecting the same from respective customers and believes that the same would be collected before assessment of respective years.
- c. The Group has given a bank guarantee of ₹ 5,000 Lakh (March 31, 2021: ₹ 5,000 Lakh) issued by ICICI Bank Limited in favour of Piramal Enterprises for bid submitted for Delhi One project.

B Capital and other commitments

a. Capital commitment

	As at March 31, 2022	As at March 31, 2021
Estimated amount of contracts remaining to be executed on capital account and not provided for	7,712.12	6,920.68
Less: Capital advances (refer note 7)	(643.26)	(675.09)
Net capital commitment for acquisition of capital assets	7,068.86	6,245.59

(₹ in Lakh)

b. Other commitment

During the previous year, the Group had invested ₹ 49.92 Lakh in 0.001% non cumulative compulsory convertible preference shares of Aliferous Technologies Private Limited. The Group has committed to invest further ₹ 49.90 Lakh towards these preference shares.

36. Gratuity

The Group has a defined benefit gratuity plan. Under Gratuity Plan, every employee who has completed five years or more of service gets a gratuity on departure at 15 days of last drawn salary for each completed year of service.

The gratuity plan is governed by the Payment of Gratuity Act, 1972. The erstwhile subsidiary of the Company, Max Speciality Films Limited, had purchased insurance policy, which was basically a year - on - year cash accumulation plan in which the interest rate is declared on yearly basis and is guaranteed for a period of one year. The insurance company, as part of the policy rules, made payment of all gratuity outgoes happening during the year (subject to sufficiency of funds under the policy). The policy, thus, mitigates the liquidity risk. However, being a cash accumulation plan, the duration of assets is shorter compared to the duration of liabilities. Thus, the Group is exposed to movement in interest rate (in particular, the significant fall in interest rates), which should result in a increase in liability without corresponding increase in the asset.

Description of risk exposures

Valuations are based on certain assumptions, which are dynamic in nature and vary over time. As such company is exposed to various risks as follow:

- i) Salary Increases- Actual salary increases will increase the Plan's liability. Increase in salary increase rate assumption in future valuations will also increase the liability.
- ii) Discount Rate : Reduction in discount rate in subsequent valuations can increase the plan's liability.
- iii) Mortality & disability – Actual deaths & disability cases proving lower or higher than assumed in the valuation can impact the liabilities.

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- iv) Investment Risk – If Plan is funded then assets liabilities mismatch & actual investment return on assets lower than the discount rate assumed at the last valuation date can impact the liability

The following table summarise the components of net benefit expense recognised in the statement of profit or loss and the funded status and amounts recognised in the balance sheet for the respective plans :

	(₹ in Lakh)	
	March 31, 2022	March 31, 2021
a) Reconciliation of opening and closing balances of defined benefit obligation		
Defined benefit obligation at the beginning of the year	991.05	836.41
Less - adjustment on account of stake sale in Max Speciality Films Limited (refer note 29)	(880.61)	-
Interest costs	7.50	53.24
Current service cost	34.47	97.82
Benefit paid	(3.96)	(75.12)
Acquisition adjustment	(12.29)	0.32
Remeasurement of (gain)/loss in other comprehensive income	(13.98)	78.38
Defined benefit obligation at period/year end	122.17	991.05
b) Reconciliation of opening and closing balances of fair value of plan assets		
Fair value of plan assets at beginning of the year	58.63	61.67
Less - adjustment on account of stake sale in Max Speciality Films Limited (refer note 29)	(58.63)	-
Interest Income	-	3.95
Benefits paid	-	(6.99)
Fair value of plan assets at year end	-	58.63
c) Net defined benefit (liability)/ asset recognized in the balance sheet		
Fair value of plan assets	-	58.63
Present value of defined benefit obligation	(122.17)	(991.05)
Amount recognized in balance sheet - (liability)/ asset	(122.17)	(932.42)
Current	(1.42)	(72.18)
Non current	(120.74)	(860.24)
	(122.17)	(932.42)
d) Other comprehensive income		
Actuarial changes arising from changes in demographic assumptions	-	(0.32)
Actuarial changes arising from changes in financial assumptions	9.29	(4.96)
Actuarial changes arising from changes in experience adjustments	(1.30)	0.76
Capitalised as investment property/cost of goods sold	-	2.94
	8.00	(1.58)
e) Net defined benefit expense (recognized in the statement of profit and loss for the year)		
Current service cost	21.32	32.83
Interest cost on benefit obligation	7.50	6.28
Capitalised as investment property / cost of goods sold	-	(6.83)
Net defined benefit expense debited to statement of profit and loss	28.80	32.28

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(₹ in Lakh)

	March 31, 2022	March 31, 2021
f) Broad categories of plan assets as a percentage of total assets		
Insurer managed funds in Max Speciality Films Limited , Subsidiary	NA	100%
g) Principal assumptions used in determining defined benefit obligation		
Assumption particulars	As At	As At
	March 31, 2022	March 31, 2021
Discount rate	7.26%	6.50%
Future Salary Increases	10.00%	8.00%
Mortality Rate (% of IALM 12-14)	100.00%	100.00%
h) Quantitative sensitivity analysis for significant assumptions is as below:	March 31, 2022	March 31, 2021
Increase / (decrease) on present value of defined benefits obligations at the end of the period/year		
<u>Discount rate</u>		
Increase by 0.50%	(40.08)	(38.36)
Decrease by 0.50%	45.09	43.31
<u>Salary growth rate</u>		
Increase by 0.50%	41.06	39.70
Decrease by 0.50%	(36.90)	(40.62)
i) Maturity profile of defined benefit obligation (valued on undiscounted basis)	March 31, 2022	March 31, 2021
Within the next 12 months (next annual reporting period)	0.60	71.75
Between 2 and 5 years	1.96	313.26
Beyond 5 Years	119.62	606.04
Total expected payments	122.17	991.05

- j) The average duration of the defined benefit plan obligation at the end of the reporting period is 7- 21 years (March 31, 2021: 7 - 21 years)
- k) The Group expects to contribute ₹ Nil (March 31, 2021: ₹ 71.13 Lakh) to the planned assets during the next financial year.
- l) The estimates of rate of escalation in salary considered in actuarial valuation are after taking into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market. The above information is as certified by the Actuary.
- m) Discount rate is based on the prevailing market yields of Indian Government securities as at the balance sheet date for the estimated term of the obligations.
- n) The sensitivity analysis above have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period.
- o) **Risk Exposure**

Valuations are performed on certain basic set of pre-determined assumptions and other regulatory framework which

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may vary over time. Thus, the Group is exposed to various risks in providing the above gratuity benefit which are as follows:

Interest Rate risk: The plan exposes the Group to the risk of fall in interest rates. A fall in interest rates will result in an increase in the ultimate cost of providing the above benefit and will thus result in an increase in the value of the liability (as shown in financial statements).

Liquidity Risk: This is the risk that the Group is not able to meet the short-term gratuity payouts. This may arise due to non availability of enough cash / cash equivalent to meet the liabilities or holding of illiquid assets not being sold in time.

Salary Escalation Risk: The present value of the defined benefit plan is calculated with the assumption of salary increase rate of plan participants in future. Deviation in the rate of increase of salary in future for plan participants from the rate of increase in salary used to determine the present value of obligation will have a bearing on the plan's liability.

Demographic Risk: The Group has used certain mortality and attrition assumptions in valuation of the liability. The Group is exposed to the risk of actual experience turning out to be worse compared to the assumption.

36.1 Employee Stock Option Plan

Employee Stock Option Plan – 2006 (“the 2006 Plan”):

Pursuant to the Scheme of demerger, with respect to the employee's stock options granted by the demerged company i.e. Max Financial Services Limited (MFS) to its employees {irrespective of whether they continue to be employees of MFS or become employees of Max Ventures and Industries Limited (MVIL)} shall be allotted one stock option by MVIL under the new ESOP scheme for every five stock option held in MFS. Accordingly, ESOP outstanding as on the effective date in MFS shall be allocated between the demerged company and resulting companies. Accordingly, 500,712 stock options were granted to the employees of MFS and outstanding as on effective date i.e. January 15, 2016 are eligible for stock options under new ESOP scheme on similar terms and conditions. Further, the Nomination and Remuneration Committee, in its meeting held on March 23, 2018, granted 193,570 stock options to certain employees effective from April 1, 2018 under the 2006 Plan.

The details of activity under the Scheme are summarized below:

Particulars	March 31, 2022		March 31, 2021	
	Number of options	Weighted Average exercise price (₹)	Number of options	Weighted Average exercise price (₹)
Outstanding at the start of the year	10,86,712	18.45	1,93,570	67.40
Option grant during the year	1,32,723	32.27	9,76,032	12.90
Lapsed during the year	67,693	12.90	82,890	67.40
Exercised during the year	3,22,586	26.90	-	-
Outstanding at the end	8,29,156	17.83	10,86,712	18.45
Exercisable at the end	-	-	1,10,680	67.40

For options exercised during the year, the weighted average share price at the exercise date was ₹ 26.90 (March 31, 2021: Nil) per share.

The weighted average remaining contractual life for the stock options outstanding as at March 31, 2022 and March 31, 2021 are as follows:

Notes forming part of the consolidated financial statements

Date of grant	March 31, 2022		March 31, 2021	
	Number of options	Weighted average remaining life in years	Number of options	Weighted average remaining life in years
01-04-2018 (Grant Type I)	-	-	55,103	1.00
01-04-2018 (Grant Type II)	27,788	0.50	55,577	1.50
04-06-2020 (Grant Type III)	6,68,645	2.17	9,76,032	3.68
11-06-2021 (Grant Type IV)	1,20,044	3.17	-	-
02-07-2021 (Grant Type V)	12,679	3.17	-	-

MVIL has constituted an Employee Stock Option Plan - 2016 which have been approved by the Board in the meeting held on 9th August 2016 and by shareholders of MVIL in its annual general meeting held on September 27, 2016 based on similar terms and conditions to the relevant ESOP plan of MFSL. During the year ended March 31, 2022, Nil (March 31, 2021 - Nil) number of stock options were exercised by the aforesaid option holders. The 2016 Plan provides for grant of stock options aggregating not more than 5% of number of issued equity shares of MVIL to eligible employees of MVIL. Further, MVIL extended the ESOP plan to directors and employees of its subsidiaries by obtaining approval of the shareholders in its annual general meeting held on September 24, 2019. The 2016 Plan is administered by the Nomination and Remuneration Committee constituted by the Board of Directors.

The 2016 Plan gives an option to the employee to purchase the share at a price determined by Nomination and Remuneration committee (NRC) subject to minimum par value of shares (₹ 10/-). MVIL has valued employee stock option outstanding as at year end presuming all the employees will exercise their option in favor of equity settlement based on trend.

36.2 Provident Fund

The Holding Company and Max Speciality Films Limited (MSFL till October 31, 2021 only), subsidiary of the Company is participating in a provident fund trust "Max Financial Services Limited Employees Provident Trust Fund" which is a common fund for Max India Limited and its affiliates, which is managed by Max Financial Services Limited. The provident fund trust requires that interest shortfall shall be met by the employer, accordingly it has been considered as a defined benefit plan as per Ind AS-19.

Effective 01 November 2021, MSFL has registered itself with Employees' Provident Fund Organisation. Accordingly, MSFL is depositing the Employee and Employer PF Contribution with the Regional Provident Fund Commissioner, Jalandhar under a separate Code instead of "Max Financial Services Limited Employees Provident Trust Fund" and is no longer contributing to the trust.

The interest rate payable to the members of the Trust shall not be lower than the statutory rate of interest declared by the Central government under the Employees Provident Funds and Miscellaneous Provisions Act, 1952, and shortfall, if any, shall be made good by the Group.

The Actuarial Society of India has issued the final guidance for measurement of provident fund liabilities. The actuary has accordingly provided a valuation for "Max Financial Services Limited Employees Provident Trust Fund" which is a common fund for Max Financial Services Limited and its affiliates based on assumptions provided below.

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The details of fund and plan asset position as at March 31, 2022 and March 31, 2021 as per the actuarial valuation of active members are as follows:

	(₹ in Lakh)	
	March 31, 2022	March 31, 2021
Plan assets at year end at fair value	599.40	3,460.36
Present value of defined benefit obligation at year end	595.30	3,442.56
Surplus as per actuarial certificate	4.10	17.80
Shortfall recognized in balance sheet	-	-
Active members as at year end (Nos)	68	414

Assumptions used in determining the present value obligation of the interest rate guarantee under the deterministic approach:

	(₹ in Lakh)	
	March 31, 2022	March 31, 2021
Discount rate	5.56%	5.18%
Yield on existing funds	8.10%	8.51%
Expected guaranteed interest rate	8.10%	8.50%

Contribution to Defined benefit Plan, recognized as expense for the year is as under:

	(₹ in Lakh)	
	March 31, 2022	March 31, 2021
Employer's Contribution towards Provident Fund (PF)	32.56	120.30
	32.56	120.30

37. Hedging activities and non derivatives

Non derivative designated as hedging instruments.

Effective 07 July 2020, one of the group company has adopted cash flow hedging which comprises of non-derivative hedging instruments designated for hedging the foreign exchange rate of highly probable forecast transactions. The effective portion of changes in the fair value of the non-derivative hedging instruments that were designated and qualified as cash flow hedges was recognised in the other comprehensive income.

38. Fair value of financial instruments

The comparison of carrying value and fair value of financial instruments by categories that are not measured at fair value:

	(₹ in Lakh)			
Category	Carrying value		Fair value	
	March 31, 2022	March 31, 2021	March 31, 2022	March 31, 2021
Financial asset at amortized cost				
Non-Current				
Loans (refer note no 5)	-	1.68	-	1.68
Financial assets (refer note no 5)	10.26	10.49	10.26	10.49
Current				
Loans (refer note no 9)	8.39	20.04	8.39	20.04
Other-current financial assets (9)	1,511.27	2,171.66	1,511.27	2,171.66
Financial asset measured at fair value				
Non-Current				
Investments (refer note no 5)	17,136.58	4,876.02	17,136.58	4,876.02
Current				

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(₹ in Lakh)

Category	Carrying value		Fair value	
	March 31, 2022	March 31, 2021	March 31, 2022	March 31, 2021
Current derivative instruments (refer note no 9)	-	-	-	-
Current investments (refer note no 9)	4,665.42	-	4,665.42	-
Financial liabilities at amortized cost				
Non-Current borrowings (refer note 13)	28,335.38	39,095.77	28,335.38	39,095.77
Current borrowings {refer note 18(i)}	509.68	12,091.34	509.68	12,091.34
Financial liabilities measured at fair value				
Current				
Current derivative instruments {refer note no 18(iv)}	-	0.81	-	0.81

The Group's management assessed that trade receivables, cash and cash equivalents, other bank balances, loans and advances to related parties, interest receivable, trade payables, capital creditors and other current financial assets and liabilities are considered to be the same as their fair values, due to their short term nature.

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

Long-term fixed-rate borrowings are evaluated by the Group based on parameters such as interest rates, specific country risk factors, individual creditworthiness of the customer and the risk characteristics of the financed project. Based on this evaluation, allowances are taken into account for the expected credit losses of these receivables.

The fair value of loan taken, other non current financial assets and other non current financial liabilities are estimated by discounting future cash flows using rates currently available for debt on similar terms, credit risk and remaining maturities. The valuation requires management to use observable inputs in the model, of which the significant observable inputs are market rate of interest which is 9-11% approximately. Management regularly assesses a range of reasonably possible alternatives for those significant observable inputs and determines their impact on the total fair value.

The fair value of investment in unquoted equity shares/ debt instruments and preference shares have been estimated using a discounted cash flow model. The valuation requires the management to make certain assumptions about the model inputs, including growth rate, discount rate etc. The probabilities of the various estimates within the range can be reasonably assessed and are used in management's estimate of fair value for these unquoted investments

The Group has investment in quoted mutual funds being valued at quoted market price in active markets.

The Group enters into derivative financial instruments such as foreign exchange forward contracts being valued using valuation techniques, which employs the use of market observable inputs. The Company uses Mark to Market provided by Bank for valuation of these derivative contracts.

The fair values of the Group's interest-bearing borrowings are determined by using DCF method using discount rate that reflects the issuer's borrowing rate as at the end of the reporting period. The own non-performance risk as at March 31, 2022 was assessed to be insignificant.

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Fair value hierarchy

The Group uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

Level 1: quoted (unadjusted) prices in active markets for identical assets or liabilities

Level 2: other techniques for which all inputs that have a significant effect on the recorded fair value are observable, either directly or indirectly

Level 3: techniques that use inputs that have a significant effect on the recorded fair value that are not based on observable market data

(i) Quantitative disclosure of fair value measurement hierarchy for financial assets as on March 31, 2022

(₹ in Lakh)

Particulars	Carrying value March 31, 2022	Fair value		
		Level 1	Level 2	Level 3
Loans (refer note no 5 (ii))	-	-	-	-
Current Loans {refer note no 9(iii)}	8.39	-	8.39	-
Other non-current financial assets (refer note no 5)	10.26	-	10.26	-
Other-current financial assets (refer note no 9(vii))	1,511.27	-	1,511.27	-
Non-Current investments {refer note no 5(i)}	17,136.58	-	-	17,136.58
Current investments (refer note no 9)	4,665.42	4,665.42	-	-

(ii) Quantitative disclosure of fair value measurement hierarchy for financial assets as on March 31, 2021

(₹ in Lakh)

Particulars	Carrying value March 31, 2021	Fair value		
		Level 1	Level 2	Level 3
Loans (refer note no 5 (ii))	816.99	-	816.99	-
Current Loans {refer note no 9(iii)}	44.68	-	44.68	-
Other non-current financial assets (refer note no 5)	10.49	-	10.49	-
Other-current financial assets (refer note no 9(vii))	2,126.59	-	2,126.59	-
Current derivative instruments (refer note no 9 (vi))	-	-	-	-
Non-Current investments {refer note no 5(i)}	4,876.02	-	4,876.02	-

(iii) Quantitative disclosure of fair value measurement hierarchy for financial liabilities as on March 31, 2022

(₹ in Lakh)

Particulars	Carrying value March 31, 2022	Fair value		
		Level 1	Level 2	Level 3
Non-Current borrowings including current maturities (refer note 13, 18(iii))	28,335.38	-	28,335.38	-
Current derivative instruments {refer note no 18(iv)}	-	-	-	-
Current borrowings (refer note 18(i))	509.68	-	509.68	-

Notes forming part of the consolidated financial statements

(iv) Quantitative disclosure of fair value measurement hierarchy for financial liabilities as on March 31, 2021

(₹ in Lakh)

Particulars	Carrying value March 31, 2021	Fair value		
		Level 1	Level 2	Level 3
Non-Current borrowings including current maturities (refer note 13, 18(iii))	39,095.77	-	39,095.77	-
Current derivative instruments {refer note no 18(iv)}	0.81	-	0.81	-
Current borrowings (refer note 18(i))	12,091.34	-	12,091.34	-

Reconciliation of fair value measurement of investment in unquoted equity shares/debentures/preference shares/venture capital fund measured at FVTPL: (Level III)

Particulars	(₹ In Lakh)
As at April 1, 2020	10,406.99
Purchase	312.00
Impact of fair value movement	(2,699.89)
Sales	(3,143.02)
As at March 31, 2021	4,876.08
Purchase	45.59
Adjustment on account of sale in Stake in MSFL	12,214.97
Sales	-
As at March 31, 2022	17,136.58

The significant unobservable inputs used in the fair value measurement categorised with Level 3 of the fair value hierarchy together with quantitative sensitivity analysis as on March 31, 2022 and March 31, 2021.

Description of significant unobservable inputs to valuation:

Particulars	Valuation technique	Significant unobservable inputs	Increase/decrease in rate	March 31, 2022	March 31, 2021
Unquoted preference shares and equity shares of Azure Hospitality Private Limited	DCF	Growth Rate	1%	Increase in Growth rate by 1% leads to profit higher by ₹ 535.91 Lakh and decrease in growth rate by 1% leads to profit lower by ₹ 426.86 Lakh.	Increase in Growth rate by 1% leads to profit higher by ₹ 535.91 Lakh and decrease in growth rate by 1% leads to profit lower by ₹ 426.86 Lakh.
Unquoted preference shares and equity shares of Azure Hospitality Private Limited	DCF	Discount rate	1%	Increase in Discount rate by 1% leads to profit lower by ₹ 644.44 Lakh and decrease in discount rate by 1% leads to profit higher by ₹ 712.45 Lakh	Increase in Discount rate by 1% leads to profit lower by ₹ 644.44 Lakh and decrease in discount rate by 1% leads to profit higher by ₹ 712.45 Lakh

The IAN Fund is a fund holding units in seed and early stage start-up companies and many of the such companies has recently started operations and Investment in Smart Joules Private Limited and Aliferous Technologies Private Limited has been done in the month of Mar 21. The change in the valuation by 1% does not have material impact on the Group, hence not presented above separately.

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39. Financial risk management objectives and policies

The Group has instituted an overall risk management programme which also focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on the Group's financial performance. The Group uses forward covers to hedge foreign currency risk exposures. Financial risk management is carried out by Banking and Forex department under policies approved by the Board of Directors from time to time. The Banking and Forex department, evaluates and hedges financial risks in close co-operation with the various stakeholders. The Board of Directors approves written principles for overall financial risk management, as well as written policies covering specific areas, such as foreign exchange risk, credit risk, use of derivative financial instruments and non-derivative financial instruments.

The Group is exposed to market risk, credit risk and liquidity risk. These risks are managed pro-actively by the Senior Management of the Group, duly supported by various Groups and Committees.

a) Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they become due. The Group employees prudent liquidity risk management practices which inter alia means maintaining sufficient cash and the availability of funding through an adequate amount of committed credit facilities. Given the nature of the underlying businesses, the corporate finance maintains flexibility in funding by maintaining availability under committed credit lines and this way liquidity risk is mitigated by the availability of funds to cover future commitments. Cash flow forecasts are prepared and the utilized borrowing facilities are monitored on a daily basis and there is adequate focus on good management practices whereby the collections are managed efficiently. The Group while borrowing funds for large capital project, negotiates the repayment schedule in such a manner that these match with the generation of cash on such investment. Longer term cash flow forecasts are updated from time to time and reviewed by the Senior management of the Group.

The table below represents the maturity profile of Group's financial liabilities at the end of March 31, 2022 and March 31, 2021 based on contractual undiscounted payments:

	(₹ in Lakh)			
	0-1 Years	1-5 Years	More than 5 Years	Total
March 31, 2021				
Interest bearing borrowings	12,092.58	38,750.39	-	50,842.97
Trade payable	13,928.73	-	-	13,928.73
Other financial liabilities	930.80	-	-	930.80
March 31, 2022				
Interest bearing borrowings	509.68	28,319.44	-	28,829.12
Trade payable	2,636.09	-	-	2,636.09
Other financial liabilities	947.42	-	-	947.42

Interest bearing borrowings

Excludes interest cash outflow as borrowings are on floating rate of interest.

Reconciliation of interest bearing borrowings

	Schedule no	(₹ in Lakh)	
		As at March 31, 2022	As at March 31, 2021
(i) Non-Current borrowings	13	28,319.44	38,750.39
(ii) Short-term borrowings	18	-	7,943.48
(iii) Current maturity of long term borrowings	18	509.68	4,149.10
Processing fees adjusted from borrowings		15.94	361.32
		28,845.06	51,204.29

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Reconciliation of other financial liability

	Schedule no	As at March 31, 2022	As at March 31, 2021
Other financial liabilities	18	947.42	930.80
		947.42	929.56

(₹ in Lakh)

b) Credit risk

Credit Risk is the risk that the counter party will not meet its obligation under a financial instrument or customer contract, leading to a financial loss. The Group is exposed to credit risk from its operating activities (primarily trade receivables), including deposits with banks, foreign exchange transactions and other financial assets.

(i) Trade receivables

Customer credit risk is managed subject to the Group's established policy, procedures and control relating to customer credit risk management. Management evaluate credit risk relating to customers on an ongoing basis. Receivable control management team assesses the credit quality of the customer, taking into account its financial position, past experience and other factors. Outstanding customer receivables are regularly monitored and any shipments to major customers are generally covered by letters of credit or other forms of credit insurance. An impairment analysis is performed at each reporting date on group\category basis. The calculation is based on exchange losses historical data and available facts as on date of evaluation. Trade receivables comprise a widespread customer base. The Group evaluates the concentration of risk with respect to trade receivables as low, as its customers are located in several jurisdictions and industries and operate in largely independent markets.

(ii) Financial instruments and cash deposit

Credit risk from balances with banks and financial institutions is managed by the Group's treasury department in accordance with the Group's policy. Investments of surplus funds are made in bank deposits and other risk free securities. The limits are set to minimize the concentration of risks and therefore mitigate financial loss through counter party's potential failure to make payments. Credit limits of all authorities are reviewed by the management on regular basis. All balances with banks and financial institutions is subject to low credit risk due to good credit ratings assigned to the Group.

The Group's maximum exposure to credit risk for the components of the balance sheet at March 31, 2022, March 31, 2021 is the carrying amounts as illustrated in note 5 and 9.

c) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risks comprises three types of risk: currency rate risk, interest rate risk and other price risks, such as equity price risk and commodity price risk. Financial instruments affected by market risks include loans and borrowings, deposits, investments and foreign currency receivables and payables. The sensitivity analyses in the following sections relate to the position as at March 31, 2022 and March 31, 2021. The analyses exclude the impact of movements in market variables on; the carrying values of gratuity and other post-retirement obligations; provisions; and the non-financial assets and liabilities. The sensitivity of the relevant Profit and Loss item is the effect of the assumed changes in the respective market risks. This is based on the financial assets and financial liabilities held as of March 31, 2022, and March 31, 2021.

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(i) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Group's exposure to the risk of changes in foreign exchange rates relates primarily to the Group's operating activities (when revenue or expense is denominated in foreign currency). Foreign currency exchange rate exposure is partly balanced by purchasing of goods from the respective countries. The Group evaluates exchange rate exposure arising from foreign currency transactions and follows established risk management policies.

Foreign currency risk sensitivity

The following tables demonstrate the sensitivity to a reasonably possible change in USD, Euro, Rand and GBP exchange rates, with all other variables held constant. The impact on the Group profit before tax is due to changes in the fair value of monetary assets and liabilities.

Unhedged foreign currency exposures recognized by the Group are as under:

There are no unhedged foreign currency exposure as at March 31, 2022.

(₹ in Lakh)

Currency	March 31, 2021 Foreign currency	March 31, 2021 Indian rupees	Currency	Increase/ decrease in rate	Impact on profit before tax (Decrease in rate)	Impact on profit before tax (Increase in rate)
Trade payables	2.14	187.01	Euro	1%	1.87	(1.87)
Capital creditors	3.00	261.41	Euro	1%	2.61	(2.61)
FCTL-Long term	67.40	5,873.92	Euro	1%	58.74	(58.74)
Trade receivables	8.07	686.13	Euro	1%	6.86	(6.86)
Interest accrued but not due on buyers credit	0.04	3.38	Euro	1%	0.03	(0.03)
Trade payables	0.02	2.17	GBP	1%	0.02	(0.02)
Capital creditors	0.29	29.65	GBP	1%	0.30	(0.30)
Trade receivables	2.29	228.56	GBP	1%	2.29	(2.29)
Trade payables	42.87	3,159.66	USD	1%	31.60	(31.60)
Capital creditors	0.18	12.90	USD	1%	0.13	(0.13)
Trade receivables	48.26	3,515.40	USD	1%	35.15	(35.15)
Buyers credit-short term borrowings	17.91	1,320.16	USD	1%	13.20	(13.20)
Interest accrued but not due on buyers credit	0.03	1.95	USD	1%	0.02	(0.02)
Packing credit	6.69	493.31	USD	1%	4.93	(4.93)

The Group has derivative financial instruments such as foreign currency forward contracts to mitigate the risk of changes in exchange rate on foreign currency exposures. The counterparty for these contracts is generally a bank or a financial institution. The details of the outstanding foreign exchange forward are as follows:

Particulars	Currency	March 31, 2022		March 31, 2021	
		Foreign currency	Indian Rupee	Foreign currency	Indian Rupee
Receivables (Forward contract Sell)	USD	Nil	Nil	0.38	33.53
Receivables (Forward contract Sell)	GBP	Nil	Nil	1.04	104.64
Payables (Forward contract Buy)	USD	Nil	Nil	29.86	2,196.42
Payables (Forward contract Buy)	Euro	Nil	Nil	17.91	1,353.57

Notes forming part of the consolidated financial statements

(ii) Interest rate risk

Interest rate is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's long term debt obligation at floating interest rates

(₹ in Lakh)

Year	Increase/decrease in interest rate	Effect on profit before tax (Decrease)	Effect on profit before tax (Increase)
March 31, 2022	0.50%	(144.15)	144.15
March 31, 2021	0.50%	(254.21)	254.21

* excludes short term borrowings i.e. Cash credit, packing credit and working capital demand loan.

iii) Commodity price risk

The Company is affected by the price volatility of certain commodities. Its operating activities require the ongoing purchase of raw material and therefore requires a continuous supply. The Company operations may impact due to changes in prices of those raw materials.

Commodity price sensitivity of raw material

NATURE	Change in year end price	Effect on profit before tax (in ₹ Lakh)
For the year ended March 31, 2022	10%	-
For the year ended March 31, 2022	(10%)	-
For the year ended March 31, 2021	10%	(7,217.75)
For the year ended March 31, 2021	(10%)	7,217.75

39. A Disclosure pursuant to amendment to Ind AS 7 (Statement of Cash flows)

(₹ in Lakh)

Particulars	Opening balance April 1, 2021	Cash flows		Non-cash transactions			Closing balance March 31, 2022
		Proceeds	Repayment	Processing cost	New leases	Adjustment of stake sale in MSFL (refer note 29)	
Term loans from banks	33,875.80	10,585.32	362.30	-	-	(19,203.42)	24,895.40
Vehicle loans	64.48	-	-	-	-	(55.46)	9.02
Short term borrowings	7,943.47	128.50	-	-	-	(7,562.29)	509.68
Current lease liabilities	368.27	-	-	-	-	(234.87)	133.40
Non-current lease liabilities	2,765.78	-	-	-	-	(60.67)	2,705.11
Total liabilities from financing activities	45,017.80	10,713.82	362.30	-	-	(27,116.71)	28,252.61

Notes forming part of the consolidated financial statements

(₹ in Lakh)

Particulars	Opening balance April 1, 2020	Cash flows		Non-cash transactions			Closing balance March 31, 2021
		Proceeds	Repayment	Processing cost	New leases	Other	
Term loans from banks	22,744.04	29,756.44	(18,749.59)	124.91	-	-	33,875.80
Vehicle loans	46.90	54.30	(36.72)	-	-	-	64.48
Short term borrowings	24,332.45	-	(16,408.34)	19.36	-	-	7,943.47
Current lease liabilities	300.73	-	-	-	67.54	-	368.27
Non-current lease liabilities	2,795.76	-	(681.47)	-	295.43	356.06	2,765.78
Total liabilities from financing activities	50,219.88	29,810.74	(35,876.12)	144.27	362.97	356.06	45,017.80

40. Related party disclosures

Names of other related parties with whom transactions have taken place during the year

Key management personnel	Mr. Sahil Vachani (Managing Director)
	Mr. Nitin Kumar Kansal (Chief Financial Officer)
	Mr. Dinesh Kumar Mittal
	Mr. Saket Gupta (upto January 31, 2022)
Other Non-Executive/ Independent Directors	Mr. Analjit Singh (Director)
	Mr. Mohit Talwar
	Mr. K. Narasimha Murthy
	Mr. Niten Malhan
Relatives of Key Management personnel	Ms. Gauri Padmanabhan
	Mr. Veer Singh (Son of Mr. Analjit Singh - Director)
Entities controlled or jointly controlled by person or entities where person has significantly influence	Ms. Piya Singh (Daughter of Mr. Analjit Singh - Director)
	Max Ventures Private Limited
	Piveta Estates Private Limited
	Siva Realty Ventures Private Limited
	New Delhi House Services Limited
	Vana Enterprises Limited
	Four Season Foundation
	Lake View Enterprises
	Siva Enterprises Private Limited
	Leeu Collections South Africa Pty Limited
	Azure Hospitality Private Limited
	Max Life Insurance Company Limited
	Antara Senior Living Limited
	Antara Purukul Senior Living Limited
	Icare Health Projects And Research Private Limited
	Max India Limited
	Max India Foundation
	Max Financial Services Limited
	Riga Foods LLP
	M/s Analjit Singh (HUF)
	Trophy Estates Private Limited
	Delhi Guest House Private Limited
	Vanaveda Lifestyle Private Limited
	Max Ventures Investment Holding Private Limited
	SKA Diagnostics Private Limited
	The Unstuffy Hotel Co Limited
	Vanavastra Private Limited
	Max One Distribution And Services Limited
	Max Skill First Limited
	Max Learning Ventures Limited
	Routes 2 Roots
	Antara Care Homes Limited
	Max UK Limited
Employee benefit Trust	Max Financial Services Limited Employees' Provident Fund Trust
	Max Speciality Films Limited Employees Group Superannuation Trust

Notes forming part of the consolidated financial statements

40 (a) Details of transactions and balance outstanding with related parties

(₹ in Lakh)

S. No.	Nature of transaction	Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
1	Reimbursement of expenses (Received from)	Max Ventures Private Limited	-	0.32
		Total	-	0.32
2	Reimbursement of expenses (Paid to)	Max Financial Services Limited	25.00	162.03
		New Delhi House Services Limited	57.31	122.14
		Max Ventures Private Limited	14.65	-
		Max Life Insurance Company Limited	3.71	37.30
		Max Healthcare Institute Limited	-	0.02
		Delhi Guest House Private Limited	19.93	15.97
		Vanaveda Lifestyle Pvt Ltd	-	0.14
		Antara Purukul Senior Living Limited	2.69	2.15
		Antara Senior Living Limited	17.66	-
		Max India Foundation	-	113.09
		RIGA Foods LLP	-	0.28
		Total	140.94	453.12
3	Income from shared services	Max Ventures Private Limited	-	20.00
		Antara Senior Living Limited	125.85	167.80
		Max Ventures Investment Holding Pvt Ltd	-	20.00
		Max India Limited	-	22.78
		Total	125.85	230.58
4	Insurance expense	Max Life Insurance Company Limited	21.33	17.03
		Max Bupa Health Insurance Company Limited	-	24.12
		Total	21.33	41.15
5	Travelling and Conveyance	Max Ventures Private Limited	-	3.02
		Total	-	3.02
6	Legal and professional	Max UK Limited	-	11.74
		Max India Limited	-	0.68
		Total	-	12.42
7	Interest received on security deposit	Forum 1 Aviation Limited	-	0.37
		Total	-	0.37
8	Premium on redemption of 9% Cumulative Redeemable Preference Shares	Max India Limited	-	215.57
		Total	-	215.57
9	Sales of BOPP films	Toppan Printing Co. Limited	-	449.09
		Total	-	449.09
10	Payment of lease liabilities	Lakeview Enterprises	107.42	74.89
		Piya Singh	64.45	124.82
		Total	171.87	199.71
11	Rent expense (Paid to)	Delhi Guest House Private Limited	60.00	60.00
		SKA Diagnostics Private Limited	44.79	16.67
		Max Life Insurance Company Limited	335.91	713.34
		Total	440.70	790.01
12	Expenditure on corporate social responsibility	Max India Foundation	382.47	-
		Total	382.47	-

Notes forming part of the consolidated financial statements

(₹ in Lakh)

S. No.	Nature of transaction	Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
13	Purchase of tangible assets	Max Ventures Investment Holdings Private Limited	-	-
		Total	-	-
14	Contribution to employee benefit trust	Max Financial Services Limited Employees' Provident Fund Trust	126.00	144.04
		Max Speciality Films Limited Employees Group Superannuation Trust	16.62	18.34
		Total	142.62	162.38
15	Key managerial remuneration - Short term employment benefits	Sahil Vachani	153.09	317.98
		Nitin Kumar Kansal	76.94	77.98
		Saket Gupta	34.09	33.14
		Total	264.12	429.10
16	Key managerial remuneration - Post employment benefits*	Sahil Vachani	7.88	7.40
		Nitin Kumar Kansal	5.04	5.02
		Saket Gupta	1.49	1.41
		Total	14.41	13.83
17	Directors' sitting fees paid to Directors of Holding Company	Analjit Singh	4.00	6.00
		Mohit Talwar	-	13.00
		K.N Murthy	13.00	15.00
		D.K Mittal	14.00	16.00
		Gauri Padmanabhan	12.00	10.00
		Niten Malhan	8.00	12.00
		Total	51.00	72.00
18	Revenue from project	Max India Limited	6.03	-
		Total	6.03	-
19	Project Management Consultancy (rendered to)	Max Financial Services Limited	-	6.03
		Max India Limited	20.00	6.03
		Total	20.00	12.06
20	Marketing secondment fees paid	Antara Senior Living Limited	13.59	13.55
		Total	13.59	13.55
21	Revenue from Other operating income	Antara Senior Living Limited	8.97	50.93
		Max Learning Ventures Limited	-	2.55
		Routes 2 Roots	-	6.61
		Max Life Insurance Company Limited	-	174.65
		Max India Foundation	-	2.55
		Max India Limited	-	166.89
		Total	8.97	404.18
22	Security deposit (received)	Vanavastra Private Limited	0.27	-
		Routes 2 Roots	1.32	4.96
		RIGA Foods LLP	0.03	-
		Total	1.62	4.96
23	Security deposit (given)	SKA Diagnostics Private Limited	-	1.11
		Delhi Guest House Private Limited	-	5.60
		Max Life Insurance Company Limited	-	53.66
		Total	-	60.37
24	CCD interest accrued	New York Life Insurance Company	686.19	-
		Total	686.19	-

Notes forming part of the consolidated financial statements

(₹ in Lakh)

S. No.	Nature of transaction	Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
25	Brokerage Income	Trophy Estates Pvt Ltd	50.11	-
		Mr Analjit Singh	58.48	-
		Mr Analjit Singh HUF	10.15	-
		Total	118.74	-
26	Revenue from Auditorium Rental and Food Charges	Routes to roots	5.20	-
		Vanavastra Private Limited	20.75	-
		Total	25.95	-
27	Revenue from Extra Hours Operation Charges	Antara Senior Living Limited	0.59	-
		Total	0.59	-
28	Management Fee	Mr. Analjit Singh	150.00	-
		Total	150.00	-
29	Revenue from Access Card	Max India Limited	0.07	-
		Total	0.07	-

(b) Balances outstanding at the year end

(₹ in Lakh)

S. No	Nature of transaction	Particulars	As at March 31, 2022	As at March 31, 2021
1	Statutory dues payable	Max Speciality Films Limited	-	1.54
		Employees Group Superannuation Trust		
		Max Financial Services Limited	4.63	13.76
		Employees' Provident Fund Trust		
		Total	4.63	15.30
2	Trade Receivables	Max Ventures Private Limited	3.19	54.64
		Piveta Estates Private Limited	6.29	6.29
		Max Financial Services Limited		2.86
		Antara Senior Living Limited	1.99	1.70
		Max Ateev Limited	-	0.13
		Max One Distribution And Services Limited	0.03	0.03
		Max Skill First Limited	0.28	0.60
		Vanavastra Private Limited	-	0.06
		Siva Realty Ventures Private Limited	0.09	-
		The Unstuffy Hotel Co Limited	-	12.77
		Toppan Printing Co. Limited	-	288.99
		Max India Limited	-	32.76
		Routes 2 Roots	1.38	1.83
		Max Ventures Investment Holding Private Limited	23.20	11.65
		Max India Foundation	-	3.01
		Antara Care Homes Limited	-	0.21
		Antara Purukul Senior Living Limited	-	1.28
		Four Season Foundation	-	24.36
		Max Learning Ventures	-	3.37
		Max Healthcare Institute Limited	-	0.02
		Total	36.45	446.56

Notes forming part of the consolidated financial statements

(₹ in Lakh)

S. No	Nature of transaction	Particulars	As at March 31, 2022	As at March 31, 2021
3	Other Receivables	Max Ventures Private Limited	5.46	5.46
		Piveta Estates Private Limited	2.83	2.83
		Max Life Insurance Company Limited	-	0.41
		Max India Limited	-	25.45
		Vanavastra Private Limited	-	1.86
		Total	8.29	36.01
4	Advance to party	Max India Foundation	39.93	39.24
		SKA Diagnostic Private Limited	1.12	-
		Total	41.05	39.24
5	Lease liabilities	Piya Singh	-	107.10
		Lakeview Enterprises	-	64.26
		Total	-	171.36
6	Security deposit made	SKA Diagnostic Private Limited	12.50	10.70
		Max Life Insurance Company Limited	167.89	53.66
		Delhi Guest House Limited	15.00	5.60
		Total	195.39	69.96
7	Security Deposit (Receivable)	Lakeview Enterprises	-	26.89
		Antara Senior Living Limited	-	55.93
		Vanavastra Private Limited	10.59	10.59
		Routes 2 Roots	3.94	3.94
		Piya Singh	-	44.83
		Total	14.53	142.18
8	Trade payables	New Delhi House Services Limited	0.48	18.41
		Max India Limited	-	13.80
		Max Skill First Limited	0.18	0.18
		Vana Retreats Private Limited	1.91	-
		Max Life Insurance Company Limited	53.04	53.04
		Max Financial Services Limited	-	15.65
		Antara Senior Living Limited	-	2.69
		Max Financial Services Limited	-	252.92
		Total	55.61	356.69
9	Advances recoverable in cash or kind	Max Bupa Health Insurance Company Limited	-	0.13
		Max Life Insurance Company Limited	-	3.50
		Total	-	3.63
10	Compulsorily convertible debentures	New York Life Insurance Company	3,430.96	-
		Total	3,430.96	-

41. Expenditure on corporate social responsibility activities :

As per section 135 of the Companies Act, 2013, a corporate social responsibility (CSR) committee has been framed by the Group. The areas for CSR activities are promoting preventive health care, promoting education, promoting gender equality and empowering women, ensuring environment sustainability and protection of flora and fauna, training to promote rural sports and rural development projects.

Notes forming part of the consolidated financial statements

Amount required to be spent during the year ₹ 23.95 Lakh (March 31, 2021: ₹ 25.00 Lakh)

(₹ in Lakh)

Sr. No.	Particulars	For the year ended March 31, 2022			For the year ended March 31, 2021		
		In cash	Yet to be paid in cash	Total	In cash	Yet to be paid in cash	Total
i)	Construction/acquisition of any asset	-	-	-	-	-	-
ii)	On purposes other than (i) above :						
a)	Promoting education	-	-	-	101.80	0.15	101.95
b)	Ensuring environment sustainability and protection of flora and fauna	-	-	-	-	-	-
c)	Health care services	-	-	-	-	-	-
d)	Rural development projects	-	-	-	-	-	-
e)	Training to promote rural sports	-	-	-	-	-	-
f)	Promoting gender equality and empowering women	-	-	-	-	-	-
g)	Contribution to skill development programmes	-	-	-	-	-	-
h)	Others	34.02	-	34.02	84.20	1.00	85.20
	Total	34.02	-	34.02	186.00	1.15	187.15

There are no ongoing projects as at March 31, 2022 and March 31, 2021.

42. Segment reporting

For management purposes, based on the guiding principles given in IND AS 108 on "Operating Segments" the Group's business segments included: Packaging film, real estate, education and Business investments. During the current period, the Chief Operating Decision Maker (CODM) of the Company has re-assessed the business segments, whereby Real Estate, Facility Management and Business Investments have been combined as "Real Estate & Others". This was primarily driven by the fact that all these three segments were related to Real estate activities. Accordingly, previous year numbers for segment information have been presented to conform to the revised business segment.

The Management reviews the operating results of its business units separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on profit or loss and is measured consistently with profit or loss in the consolidated financial statements. Also, the Group's financing (including finance costs and finance income) and income taxes are managed on a Group basis and are not allocated to operating segments.

Transfer prices between operating segments are on an arm's length basis in a manner similar to transactions with third parties.

(₹ in Lakh)

Particulars	Packaging Films		Real Estate		Total	
	For the year ended March 31, 2022	For the year ended March 31, 2021	For the year ended March 31, 2022	For the year ended March 31, 2021	For the year ended March 31, 2022	For the year ended March 31, 2021
1. REVENUE						
External sales (Gross)	1,26,984.14	1,11,388.56	10,096.71	6,669.98	1,37,080.85	1,18,058.54
Total revenue	1,26,984.14	1,11,388.56	10,096.71	6,669.98	1,37,080.85	1,18,058.54
2. RESULTS (INCLUDING EXCEPTIONAL ITEMS)						
Profit before finance cost and tax from each segment	86,746.82	17,452.22	10,769.80	(1,154.43)	97,516.62	16,297.79
Unallocated expenses (net of income)	-	-	-	-	8,686.06	2,343.76

Notes forming part of the consolidated financial statements

(₹ in Lakh)

Particulars	Packaging Films		Real Estate		Total	
	For the year ended March 31, 2022	For the year ended March 31, 2021	For the year ended March 31, 2022	For the year ended March 31, 2021	For the year ended March 31, 2022	For the year ended March 31, 2021
Operating profit	86,746.82	17,452.22	10,769.80	(1,154.43)	88,830.56	13,954.03
Finance cost					3,833.19	5,767.68
Profit before tax from continuing and discontinuing operations					84,997.37	8,186.35
Provision for taxation					17,300.57	2,476.86
Net Profit before Non controlling interest					67,696.80	5,709.49
- Non controlling interest					7,104.09	4,941.66
Net Loss/(Profit)	-	-	-	-	60,592.71	767.83
3. OTHER INFORMATION						
A. ASSETS						
Segment assets	-	87,161.25	1,64,512.06	1,01,358.38	1,64,512.06	1,88,519.63
Unallocated assets	-	-	-	-	1,588.74	976.45
Total assets	-	87,161.25	1,64,512.06	1,02,334.83	1,66,100.80	1,89,496.08
B. LIABILITIES						
Segment liabilities	-	48,204.26	40,407.40	29,078.44	40,407.40	77,282.70
Unallocated liabilities (excluding Non controlling interest)	-	-	-	-	1,984.11	817.53
Total liabilities	-	48,204.26	40,407.40	29,895.97	42,391.51	78,100.23
C. OTHERS						
Capital expenditure	4,833.62	3,808.05	14,186.01	12,456.51	19,019.63	16,264.56
Depreciation and amortisation expense	3,215.94	3,647.48	1,481.29	1,311.46	4,697.23	4,958.94

Adjustments and eliminations

Finance income and costs, and fair value gains and losses on financial assets are not allocated to individual segments as the underlying instruments are managed on a Group basis. Current taxes, deferred taxes and certain financial assets and liabilities are not allocated to those segments as they are also managed on a group basis. Capital expenditure consists of additions of property, plant and equipment, intangible assets and investment properties including assets from the acquisition of subsidiaries.

The following table shows the distribution of the Group's consolidated revenue by geographical market, regardless of where the goods were produced.

(₹ in Lakh)

Gross Revenue	For year ended March 31, 2022	For year ended March 31, 2021
i. within India	10,096.71	6,669.98
ii. Outside India	-	-
	10,096.71	6,669.98

Notes forming part of the consolidated financial statements

The revenue from external customers does not include revenue from any one customer which is equal to 10% or more of entity's revenue.

(₹ in Lakh)

Trade receivables	As at March 31, 2022	As at March 31, 2021
i. within India	1,110.30	8,776.35
ii. Outside India	-	4,451.00
Total Trade receivables (Gross)	1,110.30	13,227.35
Less: Provision for doubtful receivables	-	(100.45)
Trade receivables	1,110.30	13,126.90

The Group has common property, plant and equipment (PPE) for manufacturing goods for domestic market and overseas market. Hence, separate figures for PPE/additions to PPE cannot be furnished.

- b) Non-current assets other than investments, tax assets, net defined benefit assets (relating to post-employment benefit plans), and rights arising under insurance contracts:

(₹ in Lakh)

	As at March 31, 2022	As at March 31, 2021
i. within India	95,273.33	1,37,228.28
ii. outside India	-	-
	95,273.33	1,37,288.28

C. Segment accounting policies:

In addition to the significant accounting policies applicable to the business segments, the accounting policies in relation to segment accounting are as under:

a) Segment revenue and expenses:

Joint revenue and joint expenses of segments are allocated amongst them on a reasonable basis. All other segment revenue and expenses are directly attributable to the segments.

b) Segment assets and liabilities:

Segment assets include all operating assets used by a segment and consist principally of operating cash, debtors, inventories and fixed assets, net of allowances and provisions, which are reported as direct offsets in the balance sheet.

Segment liabilities include all operating liabilities and consist principally of creditors and accrued liabilities. Segment assets and liabilities do not include deferred income taxes. While most of the assets/ liabilities can be directly attributed to individual segment, the carrying amount of certain assets / liabilities pertaining to two or more segments are allocated to the segments on a reasonable basis.

c) Inter segment sales:

Inter segment sales between operating segments are accounted for at market price. These transactions are eliminated in consolidation.



Notes forming part of the consolidated financial statements

43. Material partly owned subsidiaries

All the subsidiaries are incorporated in India. The financial information of subsidiaries that have material non-controlling interests as at March 31, 2022 is provided below:

a) Proportion of equity interest held by non-controlling interests:

Particulars	Max Speciality Films Limited (also refer note 29)		Max Square Limited		Pharmax Corporation Limited	
	March 31, 2022	March 31, 2021	March 31, 2022	March 31, 2021	March 31, 2022	March 31, 2021
Proportion of equity interest held by non-controlling interests	-	49.00%	49.00%	49.00%	14.83%	14.83%

b) Information regarding non-controlling interest

Particulars	Max Speciality Films Limited		Max Square Limited		Pharmax Corporation Limited		Total	
	March 31, 2022	March 31, 2021	March 31, 2022	March 31, 2021	March 31, 2022	March 31, 2021	March 31, 2022	March 31, 2021
Accumulated balances of non-controlling interest	-	18,726.16	3,441.11	3,401.89	1,884.91	985.71	4,437.18	23,113.76
Total Comprehensive income allocated to non-controlling interest	-	4,910.93	(16.19)	(1.96)	7.21	(40.30)	7,152.81	4,868.66

(₹ in Lakh)

The summarised financial information of the subsidiaries is provided below. This information is based on amounts before inter-company eliminations.

Summarised statement of profit and loss for the year ended March 31, 2022 and March 31, 2021:

Particulars	Max Speciality Films Limited		Max Square Limited		Pharmax Corporation Limited		Total	
	March 31, 2022	March 31, 2021	March 31, 2022	March 31, 2021	March 31, 2022	March 31, 2021	March 31, 2022	March 31, 2021
Revenue (including other incomes)	-	1,12,432.42	-	-	367.39	43.57	367.39	1,12,475.99
Cost of raw material and components consumed	-	72,865.81	-	-	-	-	-	72,865.81
Changes in inventories of finished goods, traded goods, stock in trade and work-in-progress	-	(688.35)	-	-	-	-	-	(688.35)
Employee benefits expense	-	4,450.57	-	-	-	-	-	4,450.57
Other expenses	-	4,048.84	33.04	4.00	201.49	49.43	234.53	4,102.27
Depreciation and amortization expense	-	3,647.48	-	-	75.52	33.55	75.52	3,681.03
Finance costs	-	14,704.69	-	-	42.05	230.85	42.05	14,935.54
Profit before tax	-	13,403.38	(33.04)	(4.00)	48.33	(270.25)	15.29	13,129.13
Less: Income tax	-	3,232.11	-	-	-	1.78	-	3,233.89
Profit for the year	-	10,171.27	(33.04)	(4.00)	48.33	(272.03)	15.29	9,895.24
Add/(Less): Other Comprehensive Income/ loss	-	(148.97)	-	-	-	-	-	(148.97)
Total comprehensive income	-	10,022.30	(33.04)	(4.00)	48.33	(272.03)	15.29	9,746.27
Attributable to non-controlling interests	-	4,910.93	(16.19)	(1.96)	7.21	(40.30)	(8.98)	4,868.66
Dividends paid to non-controlling interests	-	-	-	-	-	-	-	-

(₹ in Lakh)

Notes forming part of the consolidated financial statements

Summarised balance sheet as at March 31, 2022 and March 31, 2021

(₹ in Lakh)

Particulars	Max Speciality Films Limited		Max Square Limited		Pharmax Corporation Limited		Total	
	March 31, 2022	March 31, 2021	March 31, 2022	March 31, 2021	March 31, 2022	March 31, 2021	March 31, 2022	March 31, 2021
Current assets, including cash and cash equivalents	-	32,426.47	727.64	1,493.09	2,047.01	131.97	2,774.64	34,051.53
Non-current assets	-	54,814.79	29,394.72	17,124.40	4,911.52	3,547.30	34,306.23	75,486.49
Current liabilities, including tax payable	-	25,510.47	699.26	384.46	3,402.80	1,199.40	4,102.06	27,094.33
Non-current liabilities, including deferred tax liabilities	-	23,513.45	22,400.43	11,252.90	1,342.61	323.97	23,743.04	35,090.32
Total equity	-	38,217.34	7,022.67	6,980.18	2,213.12	2,156.54	9,235.78	47,354.06
Attributable to:	-							
Equity holders of parent	-	19,491.18	3,581.56	3,578.29	328.21	1,170.83	3,909.76	24,240.30
Non-controlling interest	-	18,726.16	3,441.11	3,401.89	1,884.91	985.71	5,326.02	23,113.76

Summarised cash flow information as at March 31, 2022 and March 31, 2021

(₹ in Lakh)

Particulars	Max Speciality Films Limited		Max Square Limited		Pharmax Corporation Limited		Total	
	March 31, 2022	March 31, 2021	March 31, 2022	March 31, 2021	March 31, 2022	March 31, 2021	March 31, 2022	March 31, 2021
Operating	-	14,748.04	1,533.07	(314.06)	(56.95)	78.02	1,476.12	14,512.00
Investing	-	(3,283.97)	(11,468.47)	(1,818.41)	(2,725.39)	(1,105.94)	(14,193.86)	(6,208.32)
Financing	-	(11,203.58)	9,919.36	2,775.57	2,813.36	982.52	12,732.72	(7,445.49)
Net increase in cash and cash equivalents	-	260.49	(16.04)	643.10	31.02	(45.40)	14.98	858.19

44. Capital Management

For the purpose of the Group's capital management, capital includes issued equity capital attributable to the equity shareholders of the Group, securities premium and all other equity reserves. The primary objective of the Group's capital management is that it maintain an efficient capital structure and maximize the shareholder value. The Group manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, The Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Group's policy is to keep the gearing ratio between 30% to 60%. The Group includes within net debt, interest bearing loans and borrowings, trade and other payables, less cash and cash equivalents, other bank balances.



Notes forming part of the consolidated financial statements

(₹ in Lakh)

	As at March 31, 2022	As at March 31, 2021
Borrowings	28,845.06	47,039.25
Other financial liabilities	4,810.12	7,557.31
Trade payables	2,636.09	13,928.73
Less: Cash and Cash equivalents	483.49	979.40
Other bank balances	42,309.28	7,969.28
Net debt	(6,501.50)	59,576.61
Equity share capital	14,694.66	14,662.41
Other equity	1,04,577.45	73,619.68
Non-controlling interest	4,437.18	23,113.76
Total equity	1,23,709.29	1,11,395.85
Total capital and net debt	1,17,207.79	1,70,972.46
Gearing ratio	(5.55%)	34.85%

45. Other Statutory Information

- (i) The Group does not have any Benami property, where any proceeding has been initiated or pending against the Group for holding any Benami property.
- (ii) The Group does not have any transactions with companies that are struck off.
- (iii) The Group does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- (iv) The Group has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- (v) The Group has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
 - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group (Ultimate Beneficiaries) or
 - (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- (vi) The Group has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall:
 - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries)
 - (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (vii) The Group has not made any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- (viii) The borrowings obtained by the Group from banks and financial institutions have been applied for the purposes for which such loans were taken.
- (ix) The title deeds of all the immovable properties (other than properties where the Group is the lessee and the lease agreements are duly executed in favour of the lessee), as disclosed in Note 3 to the financial statements, are held in the name of the Group.

Notes forming part of the consolidated financial statements

- (x) The Group has borrowings from banks and financial institutions on the basis of security of current assets. The quarterly returns or statements of current assets filed by the group with banks and financial institutions are in agreement with the books of accounts.
- (xi) None of the entities in the group have been declared wilful defaulter by any bank or financial institution or government or any government authority.
- (xii) The Group has complied with the number of layers prescribed under the Companies Act, 2013.
- (xiii) The Group has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.
- (xiv) The Group has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets or both during the current or previous year.

46. Additional information pursuant to paragraph 2 of Division II of Schedule III to the Companies Act 2013 - 'General instructions for the preparation of consolidated Ind AS Financial statements':

As at and for the year ended March 31, 2022:

Name of the entity in the Group	Net Assets i.e. total assets minus total liabilities		Share in profit/(loss)		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	(₹ in Lakh)	As % of consolidated profit/(loss)	(₹ in Lakh)	As % of consolidated other comprehensive income	(₹ in Lakh)	As % of consolidated total comprehensive income	(₹ in Lakh)
Parent								
Max Ventures and Industries Limited	101.17%	1,25,154.98	83.59%	38,345.50	8.65%	8.93	83.42%	38,354.43
Subsidiary								
Max Estates Limited	48.91%	60,504.83	1.17%	534.73	(3.81%)	(3.93)	1.15%	530.80
Max I. Limited	1.76%	2,182.31	(0.11%)	(48.87)	0.00%	-	(0.11%)	(48.87)
Max Square Limited*	5.67%	7,009.42	(0.07%)	(33.05)	15.69%	16.18	(0.04%)	(16.87)
Pharmax Corporation Limited*	1.79%	2,215.36	0.11%	50.57	(7.32%)	(7.54)	0.09%	43.03
Max Asset Services Limited	2.01%	2,488.26	(0.66%)	(303.16)	0.00%	-	(0.66%)	(303.16)
Max Towers Private Limited *	27.73%	34,305.48	1.54%	705.04	0.00%	-	1.53%	705.04
Non controlling interests in all subsidiaries	3.59%	4,437.18	15.49%	7,104.09	47.24%	48.72	15.56%	7,152.81
Others**			16.14%	7,403.10	48.53%	50.05	16.21%	7,453.15
Eliminations	(92.63%)	(1,14,588.53)	(17.19%)	(7,885.38)	(8.98%)	(9.26)	(17.17%)	(7,894.64)
	100.00%	1,23,709.29	100.00%	45,872.57	100.00%	103.13	100.00%	45,975.70

* Step down subsidiary of Max Estates Limited

**refer note 29

Notes forming part of the consolidated financial statements

As at and for the year ended March 31, 2021:

Name of the entity in the Group	Net Assets i.e. total assets minus total liabilities		Share in profit/(loss)		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	(₹ in Lakh)	As % of consolidated profit/(loss)	(₹ in Lakh)	As % of consolidated other comprehensive income/(loss)	(₹ in Lakh)	As % of consolidated total comprehensive income/(loss)	(₹ in Lakh)
Parent								
Max Ventures and Industries Limited	77.76%	86,626.50	12.22%	697.55	(4.97%)	7.61	12.69%	705.16
Subsidiary								
Max Speciality Films Limited	17.50%	19,491.18	90.85%	5,187.35	49.62%	(75.98)	91.99%	5,111.37
Max Estates Limited	53.81%	59,938.28	(21.23%)	(1,211.88)	6.39%	(9.79)	(21.99%)	(1,221.67)
Max I. Limited	2.00%	2,231.47	(33.05%)	(1,886.76)	0.00%	-	(33.96%)	(1,886.76)
Max Square Limited*	3.21%	3,578.29	(0.04%)	(2.04)	0.00%	-	(0.04%)	(2.04)
Pharmax Corporation Limited*	1.05%	1,170.83	(4.06%)	(231.73)	0.00%	-	(4.17%)	(231.73)
Max Asset Services Limited	2.49%	2,778.29	(6.29%)	(358.94)	0.00%	-	(6.46%)	(358.94)
Max Towers Private Limited *	30.16%	33,596.60	(9.28%)	(529.88)	1.28%	(1.96)	(9.57%)	(531.85)
Non controlling interests in all subsidiaries	20.75%	23,113.76	86.55%	4,941.66	47.68%	(73.00)	87.62%	4,868.66
Eliminations	(108.74%)	(1,21,129.34)	(15.69%)	(895.83)	0.00%	-	(16.12%)	(895.83)
	100.00%	1,11,395.85	100.00%	5,709.49	100.00%	(153.11)	100.00%	5,556.38

* Step down subsidiary of Max Estates Limited

47. The Board of Directors of the Company, in its meeting held on April 18, 2022, has approved the Composite Scheme of Amalgamation and Arrangement amongst Max Ventures and Industries Limited and Max Estates Limited for amalgamation of Max Ventures and Industries Limited ("MVIL" or "Transferor Company") with Max Estates Limited, wholly owned subsidiary of MVIL ("MEL" or "Transferee Company"), with effect from the Appointed Date i.e. April 01, 2022, subject to receipt of requisite statutory /regulatory approvals including the approval of the jurisdictional Bench of the National Company Law Tribunal.
48. The figures have been rounded off to the nearest Lakh of rupees up to two decimal places. The figure 0.00 wherever stated represents value less than ₹ 50,000/-. The previous year figures has been regrouped/ rearranged wherever necessary to conform to current period's classification in order to comply with the requirements of the amended Schedule III to the Companies Act, effective April 01, 2021. Further, the figures for the year ended March 31, 2022 are not comparable with the year ended March 31, 2021, as it includes results from discontinued operations for the period of 10 months. Also refer note 29.

As per our report of even date

For S.R. Batliboi & Co. LLPChartered Accountants
ICAI Firm Registration Number: 301003E/E300005**per Pravin Tulsyan**Partner
Membership Number: 108044Place : Gurugram
Date: May 16, 2022**For and on behalf of the Board of Directors of Max Ventures and Industries Limited****Dinesh Kumar Mittal**(Director)
DIN: 00040000**Nitin Kumar Kansal**

(Chief Financial Officer)

Place : New Delhi
Date: May 16, 2022**Sahil Vachani**(Managing Director & Chief Executive Officer)
DIN: 00761695**Ankit Jain**

(Company Secretary)



MAX VENTURES & INDUSTRIES LIMITED

Max Towers, L-12, C-001/A/1, Sector - 16B, Noida - 201301 (U.P.)

Telephone: +91 120 4743 222

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 /themaxgroup

 /maxgroup

 /company/3187772





**NOTICE OF
ANNUAL GENERAL
MEETING**





NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 7th (Seventh) Annual General Meeting ('AGM') of the Members of Max Ventures and Industries Limited ('the Company') will be held on Thursday, August 25, 2022 at 1400 hours through Video Conference / Other Audio Visual Means, to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2022 and the Reports of the Board of Directors and Auditors thereon.
2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2022 and the Report of the Auditors thereon.
3. To appoint a director in place of Mr. Analjit Singh (DIN: 00029641), who retires by rotation and being eligible offers himself for re-appointment.

Special Business:

4. To consider & 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 179, 186 and other applicable provisions of the Companies Act, 2013 ('Act') and the rules made thereunder, Regulation 23 and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Policy on Related Party Transactions of the Company and subject to such other recommendations, approvals, sanctions if and when necessary, desirable and expedient in law, the approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any committee(s) constituted/ to be constituted by the Board for the following Material Related Party Transaction(s) / Contract(s) / Arrangement(s) /

Agreement(s) entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise) with respect to furnishing of the Corporate Guarantee in favour of IndusInd Bank Limited, a banking company incorporated under the Companies Act, 1956 and having its registered office at 2401, Gen. Thimmayya Road, (Cantonment), Pune – 411 001 ("**Bank**") and /or the Security Trustee appointed by the Bank for securing the term loan facility up to a maximum principal amount of ₹240,00,00,000/- (Rupees Two Hundred and Forty Crores only) ("**the credit facilities**") being provided by the Bank to Max Square Limited, a step down subsidiary of the Company ("**Borrower**") on the terms, conditions and the securities as mentioned in the Bank's sanction letter dated June 30, 2020 bearing reference no. IBL/CAD North/CCBG/2020-21/0509 addressed by the Bank to the Borrower as amended vide letters dated June 30, 2020 and September 2, 2020 (the "**Sanction Letter**") and as may be stipulated by the Bank from time to time, in the form and substance as acceptable to the Bank:

S. No.	Name and Nature of the Issuer	Date of issuance
1	Max Ventures and Industries Limited, Company	December 10, 2020
2	Max Estates Limited	December 10, 2020

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take such steps as may be necessary for obtaining approvals, permissions, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

By Order of the Board
For **Max Ventures and Industries Limited**

Place: Noida, U.P.
Date: July 28, 2022

Ankit Jain
Company Secretary
Membership No. FCS 8188

NOTES:

1. A statement pursuant to Section 102 of the Companies Act, 2013, ('the Act') relating to the Special Business to be transacted at the AGM is annexed hereto. The Board of Directors have considered and decided to include the Item No. 4 given above as Special Business in the forthcoming AGM, as they are unavoidable in nature.
 2. Due to outbreak of COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA'), vide its General Circular No. 20/2020 dated May 05, 2020 read with General Circular No. 14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 02/2021 dated January 13, 2021, General Circular No. 19/2021 dated December 08, 2021, General Circular No. 21/2021 dated December 14, 2021 and General Circular No. 02/2022 dated May 05, 2022 and other applicable circulars issued by the Securities and Exchange Board of India ('SEBI'), has allowed the Companies to conduct the AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM) on or before December 31, 2022. In accordance with, the said circulars of MCA, SEBI and applicable provisions of the Companies Act, 2013 ('Act') and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Seventh AGM of the Company shall be conducted through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company. National Securities Depositories Limited ('NSDL') will be providing facility for voting through remote e-voting, for participation in the AGM through VC / OAVM facility and e-voting during the AGM. The procedure for participating in the meeting through VC / OAVM is explained at Note No. 16 below and is also available on the website of the Company at www.maxvil.com.
 3. Although, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself, however, since this AGM is being conducted through VC / OAVM, the facility for appointment of Proxy by the Members is not available for this AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
 4. Details required under the provisions of Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") ('SS-2') and Regulation 36 of Listing Regulations including brief profile of director seeking reappointment, is annexed hereto.
 5. Corporate members intending to appoint their authorised representatives to attend the AGM are requested to send to the Company scanned (PDF/JPEG format) certified copy of the Board Resolution, authorising their representative to attend and vote on their behalf at the AGM.
 6. In accordance with, the General Circular No. 20/2020 dated May 05, 2020 read with General Circular No. 14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 02/2021 dated January 13, 2021, General Circular No. 19/2021 dated December 08, 2021, General Circular No. 21/2021 dated December 14, 2021 and General Circular No. 02/2022 dated May 05, 2022 issued by MCA and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 read with Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 issued by SEBI, owing to the difficulties involved in dispatching of physical copies of the Financial Statements (including Report of Board of Directors, Auditor's Report or other documents required to be attached therewith), said statements including this Notice of AGM are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s).
 7. In accordance with SEBI LODR (Listing Obligations and Disclosure Requirements) (4th amendment) Regulations, 2018 notified on June 07, 2018 and further notification dated 30/11/2018 any request for physical transfer of shares shall not be processed w.e.f. April 01, 2019. Further, in compliance with SEBI vide its circular SEBI/HO/ MIRSD/ MIRSD_RTAMB/P/CIR/2022/8 dated 25th January 2022, the following requests received by the Company in physical form will be processed and the shares will be issued in dematerialization form only:
 - a) Issue of duplicate share certificate
 - b) Claim from unclaimed suspense account
 - c) Renewal/Exchange of securities certificate
 - d) Endorsement
 - e) Sub-division / splitting of securities certificate
 - f) Consolidation of securities certificates/folios
 - g) Transmission
 - h) Transposition
- For this purpose, the securities holder/claimant shall submit a duly filled up Form ISR-4 which is hosted on the website of the company as well as on the website of MAS Services Ltd, Registrar and share transfer agent (RTA) The

aforementioned form shall be furnished in hard copy form.

Members holding shares in physical form are requested to dematerialize their holdings at the earliest.

8. The Securities and Exchange Board of India ('SEBI') vide its circular dated November 03, 2021 read with circular dated December 14, 2021 has made it mandatory for the shareholders holding securities in physical form to furnish PAN, KYC (complete address with pin-code, bank detail with MICR-CODE & IFS CODE, Email-ID, Mobile Number) and Nomination details to the Registrar and Transfer Agent ('RTA') of the Company. Effective from January 01, 2022. Registrar will not process any service requests or complaints received from the member until unless above KYC and nomination will not be completed by shareholder and such shareholders holding will be fridge by RTA on or after April 01, 2023.

The shareholders holding shares in physical form are requested to note that in case of failure to provide required documents and details as per aforesaid SEBI circular, all folios of such shareholders shall be frozen on or after April 01, 2023 by the RTA. In view of the above, shareholders of the Company holding securities in physical form are requested to provide following documents/details to RTA:

- a) PAN; (using ISR-1)
- b) Nomination in Form No.SH-13 or submit declaration to 'Opt-out' in Form ISR-3;
- c) Contact details including Postal address with PIN code, Mobile Number, E-mail address;
- d) Bank Account details including Bank name and branch, Bank account number, IFS code;
- e) Specimen signature. (using ISR-2)

Any cancellation or change in nomination shall be provided in Form No.SH-14.

All above required documents/details to be sent at the address of registered office of the RTA. The shareholders can download the forms mentioned in SEBI circular from the website of the Company or RTA's website i.e. www.masserv.com.

A separate communication has already been sent to the respective shareholders.

9. The Notice of AGM along with Annual Report for the Financial Year 2021-22, is available on the website of the Company at www.maxvil.com, on the website of

Stock Exchanges i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com and on the website of NSDL at www.evoting.nsdl.com.

10. Members are informed that in case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
11. Relevant documents referred to in the accompanying Notice shall be available for inspection by the Members through electronic mode, basis the request being sent on e-mail id of the Company at investorhelpline@maxvil.com.
12. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Act and the Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and the Certificate from Secretarial Auditors of the Company certifying that the implementation of ESOP Plan of the Company has being implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 will be available for inspection, basis the request being sent on e-mail id of the Company at investorhelpline@maxvil.com.
13. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, August 19, 2022 to Thursday, August 25, 2022 (both days inclusive).
14. Members are requested to send all their correspondence directly to MAS Services Limited, Registrar & Share Transfer Agent of the Company at T-34, 2nd Floor, Okhla Industrial Area Phase II, New Delhi - 110020. Tel - 011 - 26387281/82/83, Fax-011-26387384; E-mail: investor@masserv.com.
15. **Members are requested to notify to the Company/ Registrar and Share Transfer Agent of their e-mail address and any change in the correspondence address. Also in case of shares held in dematerialized form the change of address needs to be amended in the records of the depository participants.**
16. **The members holding shares in physical form are further requested to convert their shareholding from Physical form to Demat form with a Depository Participant of their choice. Pursuant to SEBI (Listing Obligations and Disclosure Requirements) (Fourth**

Amendment) Regulations, 2018, transfer of securities shall not be processed unless securities are held in dematerialized form with a depository, w.e.f April 1, 2019. In other words, request for transfer of shares held in physical form will not be processed w.e.f. 01.04.2019 and it shall be mandatory to demat the securities before transfer. Holding shares in demat form has following advantages:

- i. Freedom from physical storage**
- ii. Elimination of chances of theft, mutilation, defacement.**
- iii. Easy to sell and realize sale proceeds and/or dividend in the bank account linked with the Depository.**
- iv. Contribution to the 'Green Initiative'**

17. Procedure for joining the AGM through VC / OAVM

- (a) In view of the outbreak of the COVID-19 pandemic and pursuant to the Circulars issued by the Ministry of Corporate Affairs and SEBI, physical attendance of the Members at the AGM venue is not required and the AGM shall be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
- (b) 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 facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- (c) 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.

- (d) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.

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

The remote e-voting period begins on Monday, August 22, 2022 at 0900 hrs. and ends on Wednesday, August 24, 2022 at 1700 hrs. 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 19, 2022, 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.

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

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

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 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.	<p>If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held 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 options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
Individual Shareholders holding securities in demat mode with CDSL	<p>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.</p> <p>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</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. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</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.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

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?

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, 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.

1. Your User ID details are given below:
2. 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***

3. 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**

4. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

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.

Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

5. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
6. Now, you will have to click on "Login" button.
7. After you click on the "Login" button, Home page of e-Voting will open.

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

How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
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

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 sanjaygrover7@gmail.com with a copy marked to evoting@nsdl.co.in.

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.

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 toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to (Name of NSDL Official) at evoting@nsdl.co.in

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

1. 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 (Company email id). 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.**

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.

2. 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 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 AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the 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 link" placed under **"Join General meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join General 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.

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 (company email id). The same will be replied by the company suitably.

18. Other Information:

1. The Board of Directors has appointed Mr. Devesh Kumar Vasisht, (C.P. No. 13700), Partner, M/s Sanjay Grover & Associates, Company Secretaries having office at B-88, 1st Floor, Defence Colony, New Delhi-110024, as a Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
2. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make, within two working days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, and submit forthwith to the Chairman or a person authorized by him in writing.
3. The Results shall be declared within two working days of conclusion of the AGM and the Results along with the consolidated Scrutinizer's Report shall be immediately thereafter placed on the Company's website www.maxvil.com and on the website of NSDL and communicated to BSE Ltd. and National Stock Exchange of India Ltd.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

As required by Section 102(1) of the Companies Act, 2013 ('the Act'), the following statement sets out all material facts relating to the business mentioned under item no. 4.

Item No. 4

Approval for Corporate Guarantees issued to IndusInd Bank Limited being Material Related Party Transactions

The Members of the Company may note that pursuant to the Regulation 23(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**SEBI Listing Regulations**'), all existing material related party contracts or arrangements entered into prior to the date of notification of these regulations and which may continue beyond such date shall be placed for approval of the Members in the first general meeting subsequent to notification of these regulations.

Further, Regulation 23 of the SEBI Listing Regulations, *inter-alia*, states that effective from April 1, 2022, all Material Related Party Transactions shall require prior approval of the Members by means of an Ordinary Resolution, even if such transaction(s) are in the ordinary course of business and at an arm's length pricing basis. A transaction with a Related Party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ₹1,000 crore or 10% of the annual consolidated turnover of a listed entity as per the last audited Financial Statements of the listed entity, whichever is lower. Regulation 2(1)(zc) of the SEBI Listing Regulations defines related party transaction to mean a transaction involving transfer of resources, services or obligations between a listed entity or any of its subsidiaries on one hand and a related party of the listed entity, regardless of whether a price is charged or not.

The Members of the Company may further note that the Company and Max Estates Limited, Wholly Owned Subsidiary of the Company had issued their respective Continuing Guarantees on December 10, 2020 in favour of Catalyst Trusteeship Limited for securing the term loan facility of principal amount of ₹240,00,00,000/- (Rupees Two Hundred and Forty Crores only) availed by Max Square Limited, step down subsidiary of the Company from IndusInd Bank Limited in terms of the resolution passed by the Board of Directors of the Company and Max Estates Limited on October 26, 2020 and October 23, 2020 respectively ("**Related Party Transactions**") and pursuant to extant SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the Members of the Company is required as an Ordinary Resolution for Related Party Transactions.

Details of the Related Party Transactions including the information required to be disclosed pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, are as follows:

S. No.	Description	Details
1	A summary of the information provided by the management of the listed entity to the Audit Committee	<p>The Company and Max Estates Limited, Wholly Owned Subsidiary of the Company had issued the Continuing Guarantees on December 10, 2020 in favour of Catalyst Trusteeship Limited for securing the term loan facility of principal amount of ₹240,00,00,000/- (Rupees Two Hundred and Forty Crores only) availed by Max Square Limited from IndusInd Bank Limited in terms of the resolution passed by the Board of Directors on October 26, 2020 and October 23, 2020 respectively.</p> <p>The tenure of the term loan facility is 5 years from the first disbursement. The Corporate Guarantees will remain in force until Max Square Limited is fully discharged by IndusInd Bank Limited of all the liabilities in the facility.</p> <p>The Related Party Transactions constitutes approximately 17.25% of the Company's annual consolidated turnover for the Financial Year 2021-22 and approximately 485.07% of the annual turnover of Max Estates Limited for the Financial Year 2021-22.</p>
2	Justification for why the proposed transaction is in the interest of the listed entity	The Company is primarily engaged in the real estate sector through its investments in its subsidiaries and also providing management consultancy services to the group companies and the Company and its wholly owned subsidiary had issued these Continuing Guarantees for securing the aforementioned loan facility availed by Max Square Limited for the completion of its only project 'Max Square'.
3	Where the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary, the details specified to Audit Committee	Not Applicable
4	Any other information that may be relevant	None

The above-mentioned Related Party Transactions are in ordinary course of business and also on an arm's length basis.

The Related Party Transactions shall also be reviewed / monitored on an annual basis by the Audit Committee of the Company and shall remain within the proposed limits as placed before the Members. Any subsequent 'Material Modification' in the Related Party Transactions, as defined by the Audit Committee as a part of Company's Policy on Related Party Transactions, shall be placed before the Members for approval, in terms of Regulation 23(4) of the SEBI Listing Regulations.

All the documents as referred in this explanatory statement and the accompanying Notice will be made available to the Shareholders through request being sent to the Company on the email given under the Notice.

The Related Parties as defined under SEBI Listing Regulations, shall not vote to approve the Related Party Transactions as

set out in item No. 4 of the Notice, irrespective of whether the entity is a party to the particular transaction or not.

Accordingly, the Board of Directors of your Company based on the recommendations of the Audit Committee recommends the resolution as set out in item No. 4 of the Notice for approval of the Members as an Ordinary Resolution.

None of the Promoters, Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested in the said resolutions either financially or otherwise, except to the extent of their equity holding in the Company.

By Order of the Board
For **Max Ventures and Industries Limited**

Ankit Jain
Company Secretary
Membership No. FCS 8188

Place: Noida, U.P.
Date: July 28, 2022

ANNEXURE

Information of the Director seeking re-appointment at the forthcoming Annual General Meeting pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with provisions of the Companies Act, 2013 and SS- 2 issued by the Institute of Company Secretaries of India, as on the date of Notice, is as follows:

Name of Director	Mr. Analjit Singh
Age	68 years
Date of Appointment	January 15, 2016
Qualification	MBA from Graduate School of Management, Boston University, USA.
Experience and expertise	<p>Mr. Analjit Singh is the Founder & Chairman of The Max Group, a leading Indian multi business enterprise, with interests in life insurance (Max Life), real estate (Max Estates), senior living (Antara). The Max Group is renowned successful joint ventures with some pre-eminent firms including Mitsui Sumitomo & Toppan, Japan; New York Life Insurance Company; Bupa Plc, Life Healthcare, SA; DSM, Netherlands, Hutchison Whampoa; Motorola, Lockheed Martin and others.</p> <p>Amongst privately held family businesses, Mr. Analjit Singh is the founder of Leeu Collection, a group of leisure boutique hotels in Franschhoek, South Africa; The Lake District, UK; and soon to be opened in Florence, Italy. The Leeu Collection also includes a significant presence in wine and viticulture through Mullineux Leeu Family Wines in SA.</p> <p>Mr. Analjit Singh was awarded the Padma Bhushan, India's second highest civilian honour, by the President of India in 2011. An alumnus of The Doon School and Shri Ram College of Commerce, University of Delhi, Mr. Analjit Singh holds an MBA from the Graduate School of Management, Boston University. He has been conferred with an honorary doctorate by Amity University.</p> <p>He is also a Director on the Board of Sofina NV/SA, Belgium. Till August 2018, he was the non-executive Chairman of Vodafone India.</p> <p>Mr. Analjit Singh is a member of the Founder Executive Board of the Indian School of Business (ISB), India's top ranked B-School and has served as Chairman of the Board of Governors of The Indian Institute of Technology, Roorkee and The Doon School.</p> <p>Mr. Analjit Singh has served on the Prime Minister's Indo US CEO and Indo UK CEO Council and till recently served as the Honorary Consul General of the Republic of San Marino in India.</p>
Remuneration Last Drawn	As mentioned in Report on Corporate Governance
Number of Meetings of Board attended during the year	As mentioned in Report on Corporate Governance
Shareholding (Equity shares of face value ₹10/- each)	41,41,481
Relationship with other Directors / KMPs	Mr. Sahil Vachani, Managing Director & CEO, is husband of Mrs. Tara Singh Vachani, daughter of Mr. Analjit Singh.
Directorships held in other Indian Listed Companies	<ol style="list-style-type: none"> 1) Max Financial Services Limited 2) Max India Limited
Directorships held in other Indian Companies (unlisted companies)	<ol style="list-style-type: none"> 1) Delhi Guest Houses Private Limited 2) Max Ventures Private Limited 3) BAS Enterprises Private Limited 4) Piveta Estates Private Limited 5) Siva Realty Ventures Private Limited 6) Max Ventures Investment Holdings Private Limited 7) Max Life Insurance Company Limited 8) P V T Ventures Private Limited 9) SKA Diagnostic Private Limited
Membership / Chairmanship of Committees of the Company	Member of Nomination & Remuneration Committee
Membership / Chairmanship of Committees held in other Indian companies	<ol style="list-style-type: none"> 1) Max Financial Services Limited <ul style="list-style-type: none"> • Nomination & Remuneration Committee - Member 2) Max India Limited <ul style="list-style-type: none"> • Nomination & Remuneration Committee - Member