# MAX VENTURES INVESTMENT HOLDINGS PRIVATE LIMITED

Registered Office: Max House, 1, Dr. Jha Marg, Okhla, New Delhi – 110 020
Phone : +91 11 4259 8000 Fax: +91 11 4060 0098
CIN: U74899DL1988PTC030778
Email Id: secretarial@maxventures.co.in


May 31, 2021

Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai – 400021

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

The Secretary
Max Financial Services Limited
Railmajra, Tehsil Balachaur, Distt. Nawanshahr
Punjab - 144533

Dear Sir / Madam,

**SUB. DISCLOSURE UNDER REGULATION 31(1) AND 31(2) OF SEBI (SAST) REGULATIONS, 2011**

Please find enclosed disclosures in terms of Regulation 31(1) and 31(2) of SEBI (SAST) Regulations, 2011.

Also find enclosed Annexure II in terms of SEBI Circular No. SEBI/HO/CFD/DCR1/CIR/P/2019/90 dated August 7, 2019.

You are requested to take note of the above.

Thanking you.

Yours faithfully,
For **Max Ventures Investment Holdings Pvt. Ltd.**

**Arvind Aggarwal**
**(Director)**

Encl. as above

**Annexure - II**

**Format for disclosure of reasons for encumbrance**

(In addition to Annexure - I prescribed by way of circular dated August 05, 2015)

| | |
|---|---|
| Name of listed company | Max Financial Services Ltd |
| Name of the recognised stock exchanges where the shares of the company are listed | BSE Ltd. & National Stock Exchange of India Ltd. |
| Name of the promoter(s) / PACs whose shares have been encumbered | Refer Annexure - IIA |
| Total promoter shareholding in the listed company | No. of shares – 5,86,29,470 |
| | % of total share capital – 16.99% |
| Encumbered shares as a % of promoter shareholding | a) Pledge of Shares - 83.21% |
| | b) Covenant with certain lenders to keep the balance shares free from any encumbrance through Free Share obligation / non-disposal undertakings |
| Whether encumbered share is 50% or more of promoter shareholding | YES |
| Whether encumbered share is 20% or more of total share capital | NO |

**ANNEXURE - IIA**

**Name of the Promoter(s) / PACs whose shares have been encumbered**

| S. NO. | NAME | NO. OF SHARES | % |
|---|---|---|---|
| 1 | ANALJIT SINGH | 1,10,000 | 0.03 |
| 2 | NEELU ANALJIT SINGH | 1,00,000 | 0.03 |
| 3 | PIYA SINGH | 1,10,333 | 0.03 |
| 4 | TARA SINGH VACHANI | 1,00,000 | 0.03 |
| 5 | MAX VENTURES INVESTMENT HOLDINGS PRIVATE LIMITED | 5,82,09,137 | 16.87 |
| | **TOTAL** | **5,86,29,470** | **16.99** |

**Details of all existing events / agreements pertaining to encumberance**

| | | | | | | |
|---|---|---|---|---|---|---|
| **Capital of MSFL** | 34,50,90,302 | 935.25 | TOTAL PLEDGE | 4,87,87,557 | NDU | 98,41,913 |

| | | Encumbrance 1 | Encumbrance 2 | Encumbrance 3 | Encumbrance 4 | Encumbrance 5 | Encumbrance 6 | Encumbrance 7 |
|---|---|---|---|---|---|---|---|---|
| Date of creation of encumbrance / date of agreement | | 15.02.2018 | 15.02.2018 | 15.02.2018 | 18.04.2017 | 18.05.2018 | 08.02.2018 | 27.08.2019 |
| Type of encumbrance (pledge, lien, negative lien, non-disposal undertaking etc. or any other covenant, transaction, condition or arrangement in the nature of encumbrance) | | Pledge | Free shares covenant | Non-Disposal undertaking | Pledge | Pledge | Pledge | Pledge |
| No. of shares encumbered | | 20,00,000 | 1,22,00,000 | 98,41,913 | 77,00,016 | 7,000 | 67,280 | 10,00,000 |
| % of shares encumbered | | 0.58 | 3.54 | 2.85 | 2.23 | 0.00 | 0.02 | 0.29 |
| Specific details about the encumbrance | Name of the entity in whose favour shares encumbered (X) | IDBI Trusteeship Services Ltd on behalf of Indusind Bank Ltd. | IDBI Trusteeship Services Ltd on behalf of Indusind Bank Ltd. | IDBI Trusteeship Services Ltd on behalf of Indusind Bank Ltd. | IDBI Trusteeship Services Ltd on behalf of Housing Development Finance Corporation Ltd. | STCI Finance Limited | IDBI Trusteeship Services Ltd on behalf of L&T Finance Ltd. | Vistra ITCL (India) Ltd. On behalf of Yes Bank Ltd. |
| | Whether the entity X is a scheduled commercial bank, public financial institution, NBFC or housing finance company? If No, provide the nature of the business of the entity. | Yes | Yes | Yes | Yes | Yes | Yes | Yes |
| | Names of all other entities in the agreement | 1.Max Ventures Investment Holdings Private Limited 2.Piveta Estates Private Limited | 1.Max Ventures Investment Holdings Private Limited 2.Piveta Estates Private Limited | 1.Max Ventures Investment Holdings Private Limited 2.Piveta Estates Private Limited | Max Ventures Investment Holdings Private Limited | 1.Max Ventures Investment Holdings Private Limited 2.Piveta Estates Private Limited | Max Ventures Investment Holdings Private Limited | Vana Enterprises Limited |
| | Whether the encumbrance is relating to any debt instruments viz. debenture, commercial paper, certificate of deposit etc.? If yes, provide details about the instrument, including credit rating . If yes, | No | No | No | No | No | No | No |
| | 1. Name of the issuer | | | | | | | |
| | 2. Details of the debt instrument | | | | | | | |
| | 3. Whether the debt instrument is listed on stock exchanges? | | | | | | | |
| | 4. Credit Rating of the debt instrument? | | | | | | | |
| | 5. ISIN of the instrument | | | | | | | |
| Security Cover / Asset Cover | Value of shares on the date of event / agreement (A) | 1,87,05,00,000 | 11,41,00,50,000 | 9,20,46,49,133 | 7,20,14,39,964 | 65,46,750 | 6,29,23,620 | 93,52,50,000 |
| | Amount involved (against which shares have been encumbered) (B) | 75,00,00,000 | 75,00,00,000 | 75,00,00,000 | 3,40,00,00,000 | 0 | 0 | 45,00,00,000 |
| | Ratio of A / B | 2.49 | 15.21 | 12.27 | 2.12 | - | - | 2.08 |
| End use of money | Borrowed amount to be utilized for what purpose –<br>(a) Personal use by promoters and PACs<br>(b) For the benefit of listed company<br><br>Provide details including amount, purpose of raising money by listed company, schedule for utilization of amount, repayment schedule etc.<br>(a) Any other reason (please specify) | Personal use by promoters and PACs | Personal use by promoters and PACs | Personal use by promoters and PACs | Personal use by promoters and PACs | Personal use by promoters and PACs | Personal use by promoters and PACs | Personal use by promoters and PACs |

**Details of all existing events / agreements pertaining to encumberance**

**Capital of MSFL** 5,86,29,470

| | | Encumbrance 8 | Encumbrance 9 | Encumbrance 10 | Encumbrance 11 | Encumbrance 12 | Encumbrance 13 | Encumbrance 14 |
|---|---|---|---|---|---|---|---|---|
| Date of creation of encumbrance / date of agreement | | 05.03.2020 | 05.03.2020 | 04.06.2020 | 04.06.2020 | 27.07.2020 | 29.07.2020 | 20.08.2020 |
| Type of encumbrance (pledge, lien, negative lien, non-disposal undertaking etc. or any other covenant, transaction, condition or arrangement in the nature of encumbrance) | | Pledge | Pledge | Pledge | Pledge | Pledge | Pledge | Pledge |
| No. of shares encumbered | | 6,87,154 | 5,79,090 | 2,74,862 | 2,31,600 | 6,87,154 | 5,79,000 | 5,15,000 |
| % of shares encumbered | | 0.20 | 0.17 | 0.08 | 0.07 | 0.20 | 0.17 | 0.15 |
| Specific details about the encumbrance | Name of the entity in whose favour shares encumbered (X) | Securities Holdings (India) Pvt. Ltd | Shine Star Build Cap. (P) Ltd. | Securities Holdings (India) Pvt. Ltd | Shine Star Build Cap. (P) Ltd. | Securities Holdings (India) Pvt. Ltd | Voilet Buildwell Private Limited | Bhadani Financers Private Limited |
| | Whether the entity X is a scheduled commercial bank, public financial institution, NBFC or housing finance company? If No, provide the nature of the business of the entity. | Yes | Yes | Yes | Yes | Yes | Yes | Yes |
| | Names of all other entities in the agreement | Max Ventures Investment Holdings Private Limited | Max Ventures Investment Holdings Private Limited | Max Ventures Investment Holdings Private Limited | Max Ventures Investment Holdings Private Limited | Max Ventures Investment Holdings Private Limited | Max Ventures Investment Holdings Private Limited | Max Ventures Investment Holdings Private Limited |
| | Whether the encumbrance is relating to any debt instruments viz. debenture, commercial paper, certificate of deposit etc.? If yes, provide details about the instrument, including credit rating . If yes, | No | No | No | No | No | No | No |
| | 1. Name of the issuer | | | | | | | |
| | 2. Details of the debt instrument | | | | | | | |
| | 3. Whether the debt instrument is listed on stock exchanges? | | | | | | | |
| | 4. Credit Rating of the debt instrument? | | | | | | | |
| | 5. ISIN of the instrument | | | | | | | |
| Security Cover / Asset Cover | Value of shares on the date of event / agreement (A) | 64,26,60,779 | 54,15,93,923 | 25,70,64,686 | 21,66,03,900 | 64,26,60,779 | 54,15,09,750 | 48,16,53,750 |
| | Amount involved (against which shares have been encumbered) (B) | 25,00,00,000 | 25,00,00,000 | 10,00,00,000 | 10,00,00,000 | 25,00,00,000 | 25,00,00,000 | 20,00,00,000 |
| | Ratio of A / B | 2.57 | 2.17 | 2.57 | 2.17 | 2.57 | 2.17 | 2.41 |
| End use of money | Borrowed amount to be utilized for what purpose –<br>(a) Personal use by promoters and PACs<br>(b) For the benefit of listed company<br><br>Provide details including amount, purpose of raising money by listed company, schedule for utilization of amount, repayment schedule etc.<br>(a) Any other reason (please specify) | Personal use by promoters and PACs | Personal use by promoters and PACs | Personal use by promoters and PACs | Personal use by promoters and PACs | Personal use by promoters and PACs | Personal use by promoters and PACs | Personal use by promoters and PACs |

**Details of all existing events / agreements pertaining to encumberance**

**Capital of MSFL**

| | | Encumbrance 15 | Encumbrance 16 | Encumbrance 17 | Encumbrance 18 | Encumbrance 19 | Encumbrance 20 | Encumbrance 21 |
|---|---|---|---|---|---|---|---|---|
| Date of creation of encumbrance / date of agreement | | 27.08.2020 | 27.08.2020 | 03.09.2020 | 07.09.2020 | 16.09.2020 | 18.09.2020 | 29.09.2020 |
| Type of encumbrance (pledge, lien, negative lien, non-disposal undertaking etc. or any other covenant, transaction, condition or arrangement in the nature of encumbrance) | | Pledge | Pledge | Pledge | Pledge | Pledge | Pledge | Pledge |
| No. of shares encumbered | | 11,58,000 | 4,05,000 | 6,20,000 | 3,10,000 | 5,25,000 | 2,45,902 | 16,60,470 |
| % of shares encumbered | | 0.34 | 0.12 | 0.18 | 0.09 | 0.15 | 0.07 | 0.48 |
| Specific details about the encumbrance | Name of the entity in whose favour shares encumbered (X) | Shine Star Build Cap. (P) Ltd. | Virtue Financial Services Private Limited | SKS Fincap Pvt Ltd | Virtue Financial Services Private Limited | Bhadani Financers Private Limited | Sara Universal Private Limited on behalf of Sara International Private Limited | Hero Fincorp Ltd. |
| | Whether the entity X is a scheduled commercial bank, public financial institution, NBFC or housing finance company? If No, provide the nature of the business of the entity. | Yes | Yes | Yes | Yes | Yes | Yes | Yes |
| | Names of all other entities in the agreement | Max Ventures Investment Holdings Private Limited | Max Ventures Investment Holdings Private Limited | Max Ventures Investment Holdings Private Limited | Max Ventures Investment Holdings Private Limited | Max Ventures Investment Holdings Private Limited | Max Ventures Investment Holdings Private Limited | Max Ventures Investment Holdings Private Limited |
| | Whether the encumbrance is relating to any debt instruments viz. debenture, commercial paper, certificate of deposit etc.? If yes, provide details about the instrument, including credit rating . If yes, | No | No | No | No | No | No | No |
| | 1. Name of the issuer | | | | | | | |
| | 2. Details of the debt instrument | | | | | | | |
| | 3. Whether the debt instrument is listed on stock exchanges? | | | | | | | |
| | 4. Credit Rating of the debt instrument? | | | | | | | |
| | 5. ISIN of the instrument | | | | | | | |
| Security Cover / Asset Cover | Value of shares on the date of event / agreement (A) | 1,08,30,19,500 | 37,87,76,250 | 57,98,55,000 | 28,99,27,500 | 49,10,06,250 | 22,99,79,846 | 1,55,29,54,568 |
| | Amount involved (against which shares have been encumbered) (B) | 50,00,00,000 | 15,00,00,000 | 25,00,00,000 | 10,00,00,000 | 20,00,00,000 | 10,00,00,000 | 67,00,00,000 |
| | Ratio of A / B | 2.17 | 2.53 | 2.32 | 2.90 | 2.46 | 2.30 | 2.32 |
| End use of money | Borrowed amount to be utilized for what purpose –<br>(a) Personal use by promoters and PACs<br>(b) For the benefit of listed company<br><br>Provide details including amount, purpose of raising money by listed company, schedule for utilization of amount, repayment schedule etc.<br>(a) Any other reason (please specify) | Personal use by promoters and PACs | Personal use by promoters and PACs | Personal use by promoters and PACs | Personal use by promoters and PACs | Personal use by promoters and PACs | Personal use by promoters and PACs | Personal use by promoters and PACs |

**Details of all existing events / agreements pertaining to encumberance**

**Capital of MSFL**

| | | Encumbrance 22 | Encumbrance 23 | Encumbrance 24 | Encumbrance 25 | Encumbrance 26 | Encumbrance 27 | Encumbrance 28 |
|---|---|---|---|---|---|---|---|---|
| Date of creation of encumbrance / date of agreement | | 18.08.2020 | 29.10.2020 | 29.10.2020 | 11.12.2020 | 31.12.2020 | 27.01.2021 | 02.02.2021 |
| Type of encumbrance (pledge, lien, negative lien, non-disposal undertaking etc. or any other covenant, transaction, condition or arrangement in the nature of encumbrance) | | Pledge | Pledge | Free shares covenant | Pledge | Pledge | Pledge | Pledge |
| No. of shares encumbered | | 2,60,417 | 92,50,000 | 87,94,421 | 8,00,000 | 20,59,550 | 37,17,473 | 12,90,000 |
| % of shares encumbered | | 0.08 | 2.68 | 2.55 | 0.23 | 0.60 | 1.08 | 0.37 |
| Specific details about the encumbrance | Name of the entity in whose favour shares encumbered (X) | JM Financial Products Limited | Catalyst Trusteeship Ltd on behalf of Tata Capital Financial Services Ltd and Tata Capital Housing Finance Limited | Catalyst Trusteeship Ltd on behalf of Tata Capital Financial Services Ltd. | NM Finance and Investment Consultancy Ltd. | IDBI Trusteeship Services Ltd on behalf of Housing Development Finance Corporation Ltd. | Hero Fincorp Ltd. | Aditya Birla Finance Limited |
| | Whether the entity X is a scheduled commercial bank, public financial institution, NBFC or housing finance company? If No, provide the nature of the business of the entity. | Yes | Yes | Yes | Yes | Yes | Yes | Yes |
| | Names of all other entities in the agreement | Max Ventures Investment Holdings Private Limited | Max Ventures Investment Holdings Private Limited | Max Ventures Investment Holdings Private Limited | Max Ventures Investment Holdings Private Limited | Max Ventures Investment Holdings Private Limited | Max Ventures Investment Holdings Private Limited | Max Ventures Investment Holdings Private Limited |
| | Whether the encumbrance is relating to any debt instruments viz. debenture, commercial paper, certificate of deposit etc.? If yes, provide details about the instrument, including credit rating . If yes, | No | No | No | No | No | No | No |
| | 1. Name of the issuer | | | | | | | |
| | 2. Details of the debt instrument | | | | | | | |
| | 3. Whether the debt instrument is listed on stock exchanges? | | | | | | | |
| | 4. Credit Rating of the debt instrument? | | | | | | | |
| | 5. ISIN of the instrument | | | | | | | |
| Security Cover / Asset Cover | Value of shares on the date of event / agreement (A) | 24,35,54,999 | 8,65,10,62,500 | 8,22,49,81,773 | 74,82,00,000 | 1,92,61,94,138 | 3,47,67,66,623 | 1,20,64,72,500 |
| | Amount involved (against which shares have been encumbered) (B) | 43,75,00,000 | 3,83,50,00,000 | 3,83,50,00,000 | 35,00,00,000 | 76,00,00,000 | 1,50,00,00,000 | 55,00,00,000 |
| | Ratio of A / B | 0.56 | 2.26 | 2.14 | 2.14 | 2.53 | 2.32 | 2.19 |
| End use of money | Borrowed amount to be utilized for what purpose –<br>(a) Personal use by promoters and PACs<br>(b) For the benefit of listed company<br><br>Provide details including amount, purpose of raising money by listed company, schedule for utilization of amount, repayment schedule etc.<br>(a) Any other reason (please specify) | Personal use by promoters and PACs | Personal use by promoters and PACs | Personal use by promoters and PACs | Personal use by promoters and PACs | Personal use by promoters and PACs | Personal use by promoters and PACs | Personal use by promoters and PACs |

**Details of all existing events / agreements pertaining to encumberance**

**Capital of MSFL**

| | | Encumbrance 29 | Encumbrance 30 | Encumbrance 31 | Encumbrance 32 | Encumbrance 33 | Encumbrance 34 |
|---|---|---|---|---|---|---|---|
| Date of creation of encumbrance / date of agreement | | 07.03.2021 | 09.03.2021 | 26.03.2021 | 18.05.2021 | 18.05.2021 | 28.05.2021 |
| Type of encumbrance (pledge, lien, negative lien, non-disposal undertaking etc. or any other covenant, transaction, condition or arrangement in the nature of encumbrance) | | Free shares covenant | Pledge | Pledge | Pledge | Free shares covenant | Pledge |
| No. of shares encumbered | | 87,94,420 | 85,05,600 | 14,86,989 | 18,25,000 | 58,62,947 | 3,40,000 |
| % of shares encumbered | | 2.55 | 2.46 | 0.43 | 0.53 | 1.70 | 0.10 |
| Specific details about the encumbrance | Name of the entity in whose favour shares encumbered (X) | Catalyst Trusteeship Limited on behalf of (i) ESOF III Investment Fund; and (ii) ECL Finance Limited | Catalyst Trusteeship Limited on behalf of (i) ESOF III Investment Fund; and (ii) ECL Finance Limited | Hero Fincorp Ltd. | Infina Finance Private Ltd | Infina Finance Private Ltd | Shine Star Build Cap. (P) Ltd. |
| | Whether the entity X is a scheduled commercial bank, public financial institution, NBFC or housing finance company? If No, provide the nature of the business of the entity. | (i) ESOF III Investment Fund is an AIF; and (ii) ECL Finance Limited is a NBFC | (i) ESOF III Investment Fund is an AIF; and (ii) ECL Finance Limited is a NBFC | | | | |
| | Names of all other entities in the agreement | None | None | None | None | None | None |
| | Whether the encumbrance is relating to any debt instruments viz. debenture, commercial paper, certificate of deposit etc.? If yes, provide details about the instrument, including credit rating . If yes, | Yes | Yes | No | No | No | No |
| | 1. Name of the issuer | Max Ventures Investment Holdings Pvt. Ltd. | Max Ventures Investment Holdings Pvt. Ltd. | | | | |
| | 2. Details of the debt instrument | 40,000 unlisted redeemable non-convertible debentures | 40,000 unlisted redeemable non-convertible debentures | | | | |
| | 3. Whether the debt instrument is listed on stock exchanges? | Unlisted | Unlisted | | | | |
| | 4. Credit Rating of the debt instrument? | Unrated | Unrated | | | | |
| | 5. ISIN of the instrument | 1. INE709V07037<br>2. INE709V07045<br>3. INE709V07052<br>4. INE709V07060<br>5. INE709V07078<br>6. INE709V07086<br>7. INE709V07094 | 1. INE709V07037<br>2. INE709V07045<br>3. INE709V07052<br>4. INE709V07060<br>5. INE709V07078<br>6. INE709V07086<br>7. INE709V07094 | | | | |
| Security Cover / Asset Cover | Value of shares on the date of event / agreement (A) | 8,22,49,81,305 | 7,95,48,62,400 | 1,39,07,06,462 | 1,70,68,31,250 | 5,48,33,21,182 | 31,79,85,000 |
| | Amount involved (against which shares have been encumbered) (B) | 4,00,00,00,000 | 4,00,00,00,000 | 60,00,00,000 | 75,00,00,000 | 75,00,00,000 | 15,00,00,000 |
| | Ratio of A / B | 2.06 | 1.99 | 2.32 | 2.28 | 7.31 | 2.12 |
| End use of money | Borrowed amount to be utilized for what purpose –<br>(a) Personal use by promoters and PACs<br>(b) For the benefit of listed company<br><br>Provide details including amount, purpose of raising money by listed company, schedule for utilization of amount, repayment schedule etc.<br>(a) Any other reason (please specify) | Personal use by promoters and PACs | Personal use by promoters and PACs | Personal use by promoters and PACs | Personal use by promoters and PACs | Personal use by promoters and PACs | Personal use by promoters and PACs |