

September 3, 2018

Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai - 400 021

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

Scrip Code: 539940

Scrip Code: MAXVIL

Sub.: Intimation of 3rd Annual General Meeting(AGM) and Book Closure

Dear Sir/Madam,

Pursuant to Regulation 42 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we would like to inform you that the Third Annual General Meeting of the Members of the Company has been scheduled to be held on Tuesday, September 25, 2018 at 12.00 p.m. at the Registered Office of the Company at 419, Bhai Mohan Singh Nagar, Railmajra, Tehsil Balachaur, District Nawanshahr, Punjab - 144533 and the Register of Members of the Company will remain closed from Wednesday, September 19, 2018 till Tuesday September 25, 2018 (both days inclusive) for the aforesaid purpose.

The Company is providing to its members the facility to exercise their right to vote on resolutions proposed to be passed at the AGM by electronic mode. A person, whose name is recorded in the Register of Members or in the Register of beneficial owners maintained by the depositories as on the cut-off date i.e., September 18, 2018 only shall be entitled to avail electronic voting facility. The remote e-voting period commences from Friday September 21, 2018 at 9.00 a.m. and ends on Monday, September 24, 2018 at 5.00 p.m.

We hereby submit a copy of the Notice for the 3rd AGM of the Company for your information and records.

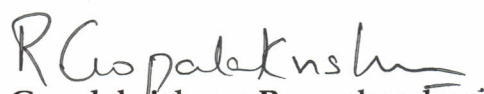
You are requested to take the aforesaid on record.

This is for your information and records.

Thanking you,

Yours faithfully

For Max Ventures and Industries Limited


Gopalakrishnan Ramachandran
Company Secretary

Encl. as above Max Ventures and Industries Limited (Formerly Capricorn Ventures Limited)

Max House, A-81, Sector 2, Noida 201 301, Uttar Pradesh, India | P +91 120 4743222

Regd. Office: 419, Bhai Mohan Singh Nagar, Village Railmajra, Tehsil Balachaur, Dist. S.B.S. Nagar (Nawanshahr), Punjab 144 533, India

www.maxvil.com

CIN: L85100PB2015PLC039204



MAX VENTURES AND INDUSTRIES LIMITED

(Formerly Capricon Ventures Limited)

(CIN: L85100PB2015PLC039204)

Registered Office: 419, Bhai Mohan Singh Nagar, Village Railmajra, Tehsil Balachaur,
District Nawanshahr, Punjab – 144 533

Tel: 01881-462000, 462001 Fax: 01881-273607

Website: www.maxvil.com E-mail: investorhelpline@maxvil.com

NOTICE

NOTICE is hereby given that the Third Annual General Meeting ('AGM') of the members of Max Ventures and Industries Limited ('the Company') will be held on Tuesday, September 25, 2018 at 1200 hours at the Registered Office of the Company at 419, Bhai Mohan Singh Nagar, Railmajra, Tehsil Balachaur, District Nawanshahr, Punjab-144 533 to transact the following business:

Ordinary Business:

1. To receive, consider and adopt:
 - a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2018 and the Reports of the Board of Directors and Auditors thereon; and
 - b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2018 and the Report of the Auditors thereon.
2. To appoint a Director in place of Mr. Analjit Singh (DIN: 00029641), who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint a Director in place of Mr. Arthur Seter Harutyun (DIN: 07440880), who retires by rotation and being eligible offers himself for re-appointment.

By Order of the Board
For **Max Ventures and Industries Limited**

Gopalakrishnan Ramachandran
Company Secretary
Membership No. FCS 9742

Place: Noida, U.P.

Date: August 10, 2018

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

PROXIES IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED, AT ANY TIME BUT NOT LESS THAN 48 HOURS BEFORE THE TIME OF COMMENCEMENT OF THE AGM. A FORMAT OF PROXY FORM IS ENCLOSED. PROXIES SUBMITTED ON BEHALF OF COMPANIES, SOCIETIES, ETC. TO ATTEND AND VOTE AT THE AGM ON THEIR BEHALF MUST BE SUPPORTED BY CERTIFIED COPY OF THE BOARD RESOLUTION/ AUTHORITY LETTER, AS APPLICABLE.

2. A person can act as a proxy on behalf of members not exceeding 50 (fifty) in number and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. However, a member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.
3. During the period beginning 24 hours before the time fixed for the commencement of the AGM and until the conclusion of the meeting, a member would be entitled to inspect the proxies lodged during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
4. Details required under the provisions of Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ('SS-2') and Regulation 36 of SEBI (Listing Obligations

- and Disclosure Requirements) Regulations, 2015 including brief profile of Directors seeking appointment/ reappointment, are annexed hereto.
5. Corporate members intending to send their authorised representatives to attend the AGM are requested to send to the Company a certified copy of the Board Resolution, authorising their representative to attend and vote on their behalf at the AGM.
 6. Members/Proxies for Members holding shares in dematerialized form should also bring their latest Statement of Account held with the concerned depository participant for attending the AGM.
 7. The Notice of the AGM (along with Attendance Slip, Proxy Form and Route Map for AGM Venue) along with the Annual Report for FY 2017-18 is being sent by electronic mode to those members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. To support the 'Green Initiative', the Members who have not registered their email addresses are requested to register the same with the depositories/ Mas Services Limited, the Registrar and Share Transfer Agent, to ensure that the annual report and other documents reaches them in their preferred email.
 8. Members/ Proxies are requested to bring their attendance slip duly filled along with their copy of AGM Notice and Annual Report at the AGM.
 9. The route map showing directions to reach the venue of the AGM along with prominent location is enclosed.
 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 and the Statement along with document of terms and conditions of appointment of Independent Directors are open for inspection by the members at the Registered Office and Corporate Office of the Company during working hours between 0930 hrs. to 1300 hrs. on all working days i.e. excluding Saturdays and Sundays, up to the date of the AGM and at the venue of AGM. The Corporate Office of the Company is situated at Max House, A-81, Sector 2, Noida - 201301, U.P.
 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, will be available for inspection by the members at the AGM.
 13. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, September 19, 2018 to Tuesday, September 25, 2018 (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 - 83, Fax-011-26387384; E-mail: sm@masserv.com or info@masserv.com.
 - 15. Members are requested to notify to the Company/Registrar and Share Transfer Agent of their email 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 Notification No. SEBI/LAD-NRO/GN/2018/24 dated 08.06.2018, a major amendment has been brought in Listing Regulations namely SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018. As per the notification, transfer of securities shall not be processed unless securities are held in dematerialized form with a depository. This notification will be effective from 180th day from the date of this notification. In other words, request for transfer of shares held in physical form will not be processed w.e.f. 04.12.2018 and it shall be mandatory to demat the securities for getting the shares transferred. Holding share 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. A Certificate from Statutory Auditors of the Company certifying that the implementation of ESOP Policy is in accordance with the SEBI (Share Based Employee Benefits) Regulations, 2014, will also be available for inspection by Members of the Company at the venue of the AGM.
18. In respect to the Max Ventures and Industries Employee Stock Option Plan- 2016 as approved by the Shareholders of the Company by way of special resolution in their First AGM held on 27th September, 2016, the Company hereby confirms and undertakes of compliance and/or to comply with accounting policies as specified in Regulation 15 of SEBI (Share Based Employee Benefits) Regulations, 2014.

19. Voting through electronic means

In compliance with provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the ICSI, the Company is pleased to provide its members the facility to exercise their right to vote at AGM by electronic means from a place other than the venue of the AGM ('remote e-voting'). For this purpose, the Company has availed e-Voting Services provided by National Securities Depository Limited ('NSDL'). The complete details of instructions for e-voting are as provided below.

The facility for voting through ballot paper shall also be available at AGM and members attending AGM who have not cast their vote through remote e-voting shall be able to cast their vote at AGM. Members who would have already cast their vote through remote e-voting shall be entitled to attend the AGM but shall not have the right to vote again.

The instructions and other information relating to remote e-voting are as under:

- (a) In case of Shareholders receiving e-mail from NSDL:
- i. Open e-mail and open PDF file viz; MVIL e-Voting.pdf with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.

- ii. Launch internet browser by typing the URL: **www.evoting.nsdl.com**.
- iii. Click on "Shareholder" – "Login"
- iv. Enter user ID and password as initial password noted in step (i) above. Click on "Login".
- v. Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vi. Home page of e-Voting opens. Click on e-Voting: Active Voting Cycles.
- vii. Select EVEN (E-Voting Event Number) of Max Ventures and Industries Limited.
- viii. The Cast Vote page will open. Now you are ready for e-voting.
- ix. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted. Please note that once your vote is casted on the selected resolution, it cannot be modified subsequently. Voting has to be done for each item of the Notice separately for each demat accounts/folios.
- x. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- xi. Corporate/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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail: sanjaygrover7@gmail.com with a copy marked to evoting@nsdl.co.in.

- (b) In case of shareholders other than in (a) above
- i. Initial password is provided in the Attendance Slip sent with this Notice in following manner:

EVEN (REMOTE E VOTING EVENT NUMBER)	USER ID	PASSWORD/ PIN

- ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xi) as mentioned in (a) above, to cast vote.
- (c) If you are already registered with NSDL for e-voting then you can use your existing User ID and Password for casting your vote.
- (d) Any person who becomes a member of the Company after dispatch of the Notice of AGM and holding shares as on cut-off date i.e. September 18, 2018, may obtain the Login ID and Password by sending a request at evoting@nsdl.co.in or to the Company/Registrar and Transfer Agent at sm@masserv.com or info@masserv.com
- (e) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- (f) 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. Further, in case of grievances pertaining to the remote e-voting system, you may contact Mr. Rajiv Ranjan, Assistant Manager, NSDL, 4th Floor, A Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, email : evoting@nsdl.co.in or rajivr@nsdl.co.in, contact at 022-24994738 or at toll free number 1800-222-990.
- (g) Other Information :
 1. The remote e-voting period commences from Friday, September 21, 2018, at 0900 hrs. and ends on Monday, September 24, 2018 at 1700 hrs. Thereafter, e-voting module shall be disabled for voting by members.
 2. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. September 18, 2018.
 3. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently. A member may

participate in the AGM even after exercising his right to vote through remote e-Voting but shall not be allowed to vote again at the AGM.

4. The Board of Directors has appointed Mr. Sanjay Grover, Managing Partner, M/s Sanjay Grover & Associates, Company Secretaries (Membership No. FCS-4223, CP No. 3850 having his 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.
5. 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 a period not exceeding forty eight (48) hours 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.
6. The Results shall be declared within forty eight (48) hours 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.
7. Electronic copy of the Notice of the AGM of the Company, *inter alia*, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent to all the members whose email ID's are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of AGM of the Company, *inter-alia*, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent in the permitted mode.

By Order of the Board
For **Max Ventures and Industries Limited**

Gopalakrishnan Ramachandran
Company Secretary
Membership No. FCS 9742

Place: Noida, U.P.
Date: August 10, 2018

Information of Directors to be appointed and the Directors seeking re-appointment at the forthcoming Annual General Meeting pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and in accordance with provisions of the Companies Act, 2013 and Secretarial Standards - 2, as on the date of Notice:

Name of Director	Mr. Analjit Singh	Mr. Arthur Seter Harutyun
Age	64 years	60 years
Date of Appointment	January 15, 2016	February 17, 2017
Qualification	MBA from Graduate School of Management, Boston University, USA	Bachelor's degree in Science (Operations Research) from Sussex University and Master's degree in Business Administration from Adelphi University. He also holds a Chartered Financial Analyst designation from The Institute of Chartered Financial Analysts, Virginia, United States of America.
Experience and expertise	Mr. Analjit Singh is the Founder and Chairman Emeritus, Max Group, and Chairman of Max Ventures & Industries and Antara Senior Living. An industry statesman, he was awarded the Padma Bhushan, one of India's top civilian honours in 2011. He was adjudged as the winner of 'Golden Peacock Award for Business Leadership – 2012'. He is also the Chairman of Vodafone India and is on the Board of Sofina NV/SA, Belgium. He has significant interests in real estate in India and lifestyle related ventures in the Western Cape, South Africa, pertaining to viticulture, wine making and hospitality. Mr. Analjit Singh has served as Chairman of Board of Governors of the Indian Institute of Technology (IIT), Roorkee. He was awarded the Ernst and Young Entrepreneur of the Year Award (Service Category) in 2012 and the US India Business Council Leadership Award in 2013. In 2014, he was awarded with Spain's second highest civilian honour, the Knight Commander of the Order of Queen Isabella. He is an alumnus of Doon School and Shri Ram College of Commerce (SRCC), Delhi University and holds an MBA from Boston University. He also serves as the Honorary Consul General of the Republic of San Marino in India.	Mr. Arthur Seter is a Non-Executive Director of our Company. He has over 35 years of experience in investments, and has previously worked at E.F. Hutton and L.F. Rothschild. He is currently serving as Senior Vice President, Deputy Chief Investment Officer and Chief Derivatives Officer of New York Life Insurance Company.
Remuneration Last Drawn	As mentioned in Report on Corporate Governance	As mentioned in Report on Corporate Governance
Number of Meetings of Board attended during the year	As mentioned in Report on Corporate Governance	As mentioned in Report on Corporate Governance

Shareholding (Equity shares of face value Rs.10/- each)	27,91,542 equity shares of Rs.10/- each	Nil
Relationship with other Directors / KMPs	Mr. Sahil Vachani, Managing Director & CEO, is husband of Mrs. Tara Singh Vachani, daughter of Mr. Analjit Singh	Mr. Arthur Seter Harutyun is not related to any Director of the Company
Directorships held in other Indian Companies	1. Vodafone India Limited 2. Indian School of Business 3. Max Ventures Private Limited 4. Antara Senior Living Limited 5. Vana Enterprises Limited 6. Malsi Holdings Limited 7. Max Financial Services Limited 8. Liquid Investment and Trading Company Private Limited 9. Max Ventures Investment Holdings Private Limited 10. Piveta Estates Private Limited 11. Siva Realty Ventures Private Limited 12. Mohair Investment and Trading Company Private Limited 13. P V T Ventures Private Limited 14. Delhi Guest Houses Private Limited 15. SKA Diagnostic Private Limited	1. Jacob Ballas Capital India Private Limited
Membership / Chairmanship of Committees of the Company	Nil	Nil
Membership / Chairmanship of Committees held in other Indian companies	Nil	Nil

ROUTE MAP OF THE AGM VENUE

Venue : Registered Office of the Company

419, Bhai Mohan Singh Nagar, Village Railmajra,
Tehsil Balachaur, Nawanshahr, Punjab – 144 533

