



September 1, 2017

The Manager
Department of Corporate Services
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai - 400 021.

The Manager
National Stock Exchange of India Ltd.
Exchange Plaza
Bandra -Kurla Complex
Bandra (E),
Mumbai 400 051

Scrip Code : 539981

Name of Scrip : MAXINDIA

Dear Sir/Madam,

Sub : Second Annual General Meeting of the Company and Book Closure period

Pursuant to Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we would like to inform you that the Second Annual General Meeting of the Company has been scheduled to be held on Tuesday, September 26, 2017 at 11.30 AM, at the Registered Office of the Company at 419, Bhai Mohan Singh Nagar, Railmajra, Tehsil Balachaur, District Nawanshahr, Punjab-144 533 and the Register of Members of the Company will be closed from September 20, 2017 till September 26, 2017 (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 cutoff date viz., Tuesday, September 19, 2017, only shall be entitled to avail electronic voting facility. The remote e-voting period commences from Friday, September 22, 2017 at 9.00 am and ends on Monday September 25, 2017 at 5.00 pm.

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

You are requested to take the aforesaid on record.

Thanking you,

Yours faithfully
For **Max India Limited**

V. Krishnan
Company Secretary

Encl: As above

MAX INDIA LIMITED (Formerly Taurus Ventures Limited)

CIN: L85100PB2015PLC039155

Max House, 1, Dr. Jha Marg, Okhla, New Delhi - 110 020 | P +91 11 26933610, 42598000 | F +91 11 26324126 | www.maxindia.com

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



MAX INDIA LIMITED

(formerly known as 'TAURUS VENTURES LIMITED')

(CIN: L85100PB2015PLC039155)

Registered Office: 419, Bhai Mohan Singh Nagar

Village Railmaja, Tehsil Balachaur

District Nawanshahr

Punjab – 144 533

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

Website: www.maxindia.com

E-mail: investorhelpline@maxindia.com

NOTICE

NOTICE is hereby given that the Second Annual General Meeting of the members of Max India Limited (formerly known as 'Taurus Ventures Limited') ('the Company') will be held on Tuesday, September 26, 2017 at 11.30 a.m., at the Registered Office of the Company at 419, Bhai Mohan Singh Nagar, Village Railmaja, 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, 2017, 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, 2017 and the report of the Auditors thereon.
2. To appoint a director in place of Mr. Rahul Khosla (DIN: 03597562) who retires by rotation and being eligible, offer himself for re-appointment.
3. To appoint a director in place of Mrs. Tara Singh Vachani (DIN: 02610311) who retires by rotation and being eligible, offer herself for re-appointment.
4. To consider and if thought fit, to pass the following resolution with or without modification(s), as an **Ordinary Resolution**:
"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification or re-enactment thereof for the time being in force), the appointment of M/s S.R. Batliboi & Co., LLP, Chartered Accountants (FRN. 301003E), as the Statutory Auditors of the Company, be and is hereby ratified to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at such remuneration plus service tax, out of pocket expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors."

Special Business:

5. To consider and if thought fit, to pass the following resolution with or without modification(s), as an **Ordinary Resolution**:
"RESOLVED THAT Mr. Dinesh Kumar Mittal (DIN: 00040000), who was appointed as an Additional Director on the Board of Directors of the Company in terms of Section 161(1) of the

Companies Act, 2013 (the 'Act') (including any statutory modification or re-enactment thereof for the time being in force) and whose term of office expires at this Annual General Meeting and who meets the criteria of Independence as provided under Section 149(6) of the Act read with SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and in respect of whom the Company has received a notice in writing, along with requisite deposit under Section 160 of the Act, proposing his candidature for appointment as an Independent Director, be and is hereby appointed as an Independent Director in accordance with Sections 149, 150, 152 read with Schedule VI and other applicable provisions of the Act and corresponding Rules formed thereunder, to hold office for a term of 5 (five) consecutive years w.e.f. November 9, 2016 to November 8, 2021 and that he shall not be liable to retire by rotation."

6. To consider and if thought fit to pass with or without modification(s) the following resolution as an **Special Resolution**:

"RESOLVED THAT in partial modification of the Special Resolution passed by the members of the Company at the First Annual General Meeting held on September 27, 2016 and in accordance with the provisions of Sections 196, 197, 198, 203 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Schedule V and other applicable provisions of the Companies Act, 2013 (the 'Act') (including any statutory modification or re-enactment thereof for the time being in force), the Company hereby approves revision in the remuneration payable to Mr. Mohit Talwar, Managing Director (DIN: 02394694) for a period of three years w.e.f. April 1, 2017 to March 31, 2020 of upto Rs.15,00,00,000 (Rupees Fifteen Crore only) per annum as set out hereunder:

- i) Salary (including Basic, House Rent Allowance/ Company owned or leased Accommodation, Retirals like Provident Fund and Gratuity, perquisites and allowances viz., leave travel allowance, car lease rentals, fuel reimbursements, vehicle maintenance, driving services, children education allowance, management allowance and medical reimbursements;
- ii) Variable compensation/performance incentive depending upon individual performance rating and company performance from time to time; and
- iii) Stock Options under Employees Stock Option Plan of the Company.

"RESOLVED FURTHER THAT in addition to the remuneration and perquisites to be paid as aforesaid, Mr. Mohit Talwar shall be entitled to encashment of leave, travel insurance, club membership and any other perquisite/ benefits as per the policy/ rules/ plans of the Company in force and/or as may be approved by the Board/Committee, from time to time and that Mr. Mohit Talwar will also be eligible to participate in long term incentive plan or any other employee incentive plan as may be introduced by the Company from time to time and as may be approved by the Board (which includes its Committees) from time to time."

"RESOLVED FURTHER THAT the Board of Directors of the Company and/ or its Nomination and Remuneration Committee, be and are hereby severally authorized to regulate the payment of remuneration to Mr. Mohit Talwar, Managing Director within the overall limit of remuneration approved by the shareholders, from time to time and to do all such acts, deeds and things necessary to give effect to the above resolution."

"RESOLVED FURTHER THAT all other terms and conditions as approved by the members regarding appointment of Mr. Mohit Talwar as the Managing Director of the Company vide special resolution passed at the First Annual General Meeting of the Company held on September 27, 2016 shall remain unaltered.

By Order of the Board
For **Max India Limited**
(formerly known as 'Taurus Ventures Limited')

Place: New Delhi
Date: August 11, 2017

V. Krishnan
Company Secretary
Membership No.FCS -6527

NOTES

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. Proxies in order to be effective must be received at the Registered Office of the Company at 419, Bhai Mohan Singh Nagar, Village Railmajra, Tehsil Balachaur, District Nawanshahr, Punjab-144 533 at least 48 hours before the commencement of the meeting. A format of proxy is enclosed.
3. The Explanatory Statement pursuant to Section 102 of the Companies Act 2013 ('the Act') in respect of Special Business to be transacted at this AGM is annexed hereto and forms part of this Notice.
4. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, September 20, 2017 to Tuesday, September 26, 2017 (both days inclusive).
5. 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 - 110 020. Tel-011-26387281-83, Fax-011-26387384; E-mail: info@masserv.com
6. Members/Proxies for Members should bring the attendance slip duly filled-in for attending the meeting.
7. 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 meeting.
8. The documents referred to in the proposed resolutions are open for inspection at Registered Office and Corporate office of the

Company during working hours between 9.30 a.m. and 1.00 p.m., except on holidays. The Corporate office of the Company is situated at Max House, 1, Dr. Jha Marg, Okhla, New Delhi-110020.

9. The Notice of the AGM alongwith the Annual Report 2016-17 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 e-mail 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.

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. 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'
10. In compliance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has sent three reminders to those shareholders whose certificates have been returned undelivered. The unclaimed shares have been transferred to one folio in the name of "Max India Limited - Unclaimed Suspense Account" and the voting rights on such shares shall remain frozen till the rightful owner claims the shares. The Company is in process of dematerialising such shares into the Demat Account exclusively opened for this purpose. In case any of the shareholders who is holding the shares of the Company in physical form has not received share certificate(s), he/she may write to Registrar and Transfer Agent for claiming such share certificate(s).
 11. As required under Secretarial Standard - 2 and Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the relevant information in respect of Directors seeking appointment / re-appointment at this Annual General Meeting (AGM) is enclosed as Annexure 1.
 12. In compliance with the provisions of Section 108 of the Act and the Rules framed thereunder, the members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL on all resolutions set forth in this Notice.

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

(a) In case of Shareholders receiving e-mail from NSDL:

- (i) Open e-mail and open PDF file viz; MAX 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) Put 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 India Limited.
- (viii) Once you enter the number, 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 cast 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** and/or with a copy marked to **evoting@nsdl.co.in**.

(b) In case of shareholders other than in (a) above

- (i) Initial password is provided at the bottom of the Attendance Slip as below :

EVEN (E VOTING EVENT NUMBER)	USER ID	PASSWORD/ PIN
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- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (x) as mentioned in (a) above, to cast vote.

- (c) 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.
- (d) If you are already registered with NSDL for e-voting then you can use your existing User ID and Password for casting your vote.
- (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) **Other Information :**

1. The e-voting period commences from Friday, September 22, 2017 at 9.00 am and ends on Monday September 25, 2017 at 5.00 pm. E-voting shall not be allowed beyond said time.

2. During aforesaid period, the members of the Company holding shares in physical form or in dematerialized form, as on the cut-off date, being Tuesday, September 19, 2017, may cast their vote by electronic means in the manner and process set out herein above. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently. Further, the members who have cast their vote electronically shall not vote by way of poll at the AGM.
3. The Board of Directors has appointed Mr. Sanjay Grover, a Practicing Company Secretary (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.
4. The Scrutinizer shall, within a period not exceeding two (2) working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and will make a Scrutiniser's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
5. The Results on resolutions shall be declared on or after the AGM of the Company and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolutions.
6. The Results declared along with the Scrutinizer's Report(s) will be available on the website of the Company i.e. www.maxindia.com within two (2) days of passing of the resolutions and communication of the same shall also be made to the BSE Limited and the National Stock Exchange of India Limited.
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.
8. The route map to the venue of the Meeting is included in this notice for easy location. The route map of the venue of the Meeting is also hosted along with the Notice on the website of the Company i.e. www.maxindia.com

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

As required by Section 102 of the Companies Act, 2013 the following explanatory statement sets out all material facts relating to the business mentioned under item no. 5 and 6.

Item No. 5

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors appointed Mr. Dinesh Kumar Mittal as an Additional Director on November 9, 2016, who will hold office

up to the ensuing Annual General Meeting. The Company has received a Notice in writing along with requisite deposit from a member proposing candidature of Mr. Dinesh Kumar Mittal for appointment as an Independent Director in the Company.

Brief profile of Mr. Mittal and other information as necessitated under SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and in accordance with provisions of the Companies Act, 2013 and Secretarial Standards – 2 forms part of Annexure 1 to the notice.

As a Non-Executive Independent Director, he shall not be entitled to any remuneration except sitting fee for attending the Board / Committee Meetings.

In the opinion of the Board, Mr. Dinesh Kumar Mittal fulfills the criteria specified under the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for being appointed as an Independent Director of the Company and his Appointment as director of the Company would be of immense benefit to the Company and accordingly the Board recommends his appointment by members as per the Resolution set out in Item No. 5.

None of the Directors or Key Managerial Personnel of the Company or their relatives, except Mr. Mittal himself, is concerned or interested in this Resolution.

Item No. 6

The shareholders of the Company in their First Annual General Meeting held on September 27, 2016 appointed Mr. Mohit Talwar (DIN: 02394694) as Managing Director of the Company for a period of 5 years w.e.f. January 15, 2016 to January 14, 2021 and also approved the payment of the remuneration for a period of 3 years w.e.f. January 15, 2016 to January 14, 2019, subject to the certain ceiling limits specified in the resolution approving such appointment.

Considering the current scale of operations of the Company in which his professional guidance and involvement in mentoring the business interests of the Company has become very vital, the Board of Directors of the Company on the recommendation of Nomination and Remuneration Committee in its meeting held on August 11, 2017 approved the revision in the ceiling of remuneration payable to him as detailed in the proposed resolution set out at item no. 6. The Board and/or the Nomination and Remuneration Committee of the Company will regulate the payment of remuneration to Mr. Mohit Talwar within the overall limit approved by the Shareholders of the Company.

It may be further noted that Mr. Mohit Talwar fulfills the criteria of Managerial Person appointed in professional capacity in terms of Schedule V to the Companies Act, 2013.

Brief profile of Mr. Mohit Talwar containing his professional experience is as under:

Mr. Mohit Talwar (Age: 57 years) is a post graduate from St. Stephen's College and completed his management studies in Hospitality from the Oberoi School.

He possesses wealth of experience of over 35 years in Corporate Finance and Investment Banking. He Spent 24 years in Wholesale Banking in Standard Chartered, ANZ Grindlays and Bank of Nova Scotia. Prior to this, he spent almost 6 years with the Oberoi Group.

Mr. Mohit Talwar is the Managing Director of Max Financial Services Limited and Vice Chairman of Max Ventures & Industries Limited. In addition, he is the Chairman of Max Specialty Films Limited and serves on the Boards of Max Life Insurance Company Limited, Max Healthcare Institute Limited, Max Bupa Health Insurance Company Limited and Antara Senior Living Limited. Till January 2016, Mr. Talwar was the Deputy Managing Director of the erstwhile consolidated Max India Limited. In his tenure with the Max Group, he has successfully leveraged his strong relationships with institutional investors, hedge funds, banks

and private equity firms, and led several complex corporate finance and financial structuring deals to ensure adequate investment and liquidity for the Group's operations. He has played a central role in executing key transactions including the setting up of Max Bupa Health Insurance Company Limited, bringing on board MS&AD Insurance Group Holdings, a Japan-headquartered global insurance company, as the new JV partner for the Group's life insurance business, Life Healthcare's investment of 26% in Max Healthcare Institute Limited, and later the equalization of its stake in the business.

In his new role, Mr. Talwar has been instrumental in completing the mega-restructuring of the erstwhile Max India into three new listed companies, which received a significantly positive reaction from the capital markets.

Mr. Talwar is not related to any Director of the Company. He holds 280,838 (0.10%) equity shares of the Company.

Further, his directorship in other companies and membership of board committees are as detailed below:

A. Other Companies:

1. Max Financial Services Limited (Listed)
2. Max Ventures and Industries Limited (Listed)
3. Max Speciality Films Limited
4. Max Life Insurance Company Limited
5. Max Bupa Health Insurance Company Limited
6. Max Healthcare Institute Limited
7. Antara Senior Living Limited

B. Membership / Chairmanship of Board Committees

1. Max Ventures and Industries Limited; Audit Committee (member); Stakeholders Relationship Committee (chairman); Nomination and Remuneration Committee (member) and Investment & Finance Committee (member)
2. Max India Limited; Audit Committee (member), Stakeholders Relationship Committee (member) and Investment & Finance Committee (member)
3. Max Financial Services Limited; Audit Committee (member); Stakeholders Relationship Committee (member) and Investment & Finance Committee (member)
4. Max Bupa Health Insurance Company Limited; Risk Committee (member)
5. Antara Senior Living Limited; Nomination and Remuneration Committee (member)
6. Max Speciality Films Limited; Nomination and Remuneration Committee (member)
7. Max Healthcare Institute Limited; Investment & Performance Review Committee (member)
8. Max Life Insurance Company Limited; Investment Committee (member)

The details of Board and Committee meetings attended by him during the financial year ended March 31, 2017 form part of Corporate Governance Report.

Copy of the Board Resolution approving revision in the remuneration payable to Mr. Mohit Talwar is open for inspection by any member of the Company at the Registered and Corporate Office of the Company during business hours on any working day. The same may be treated as written memorandum setting out the terms and conditions of his appointment under Section 190 of the Companies Act, 2013.

Save and except Mr. Mohit Talwar and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other directors, Key Managerial Personnel and their relatives are concerned or interested in the proposed resolution.

The Board recommends the resolution as set out at Item No. 6 of the notice for your approval by way of Special Resolution.

The Statement containing additional information as required in schedule V of the Act is furnished herewith:

I. GENERAL INFORMATION:

- I. Nature of Industry: The Company is the Resultant Company 1 pursuant to the Composite Scheme of Arrangement between Max Financial Services Limited (formerly Max India Limited) (i.e. Demerged Company) (MFSL), Max India Limited (formerly Taurus Ventures Limited) (the Company) and Max Ventures and Industries Limited (formerly Capricorn Ventures Limited) and their respective shareholders and creditors sanctioned by the Hon'ble High Court of Punjab and Haryana vide order dated December 14, 2015.

The Company is engaged, inter alia, in the activity of holding and nurturing of investments in healthcare, health insurance, senior living, learning and skills development and also providing management consultancy services to companies.

- II. Date or expected date of commencement of commercial production: Not applicable as the company is not involved in any manufacturing Activity.
- III. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus. : Not applicable.
- IV. Financial performance based on given indicators: The performance of the Company during the last two financial years is as under:

Amount (in crs.)

Particulars	From April 1, 2016 to March 31, 2017	From January 1, 2015 to March 31, 2016
Total Revenue	51.68	68.15
Net Profit/(Loss) after tax	(2.58)	14.34

- V. Foreign investments or collaborators, if any: There is no foreign investment in the Company directly. However, the Company allotted shares to Xenok Limited, GS Mace Holdings Limited and International Finance Corporation, Washington out of the direct investment made by these entities in Max Financial Services Limited (MFSL) in terms of the sanctioned Scheme of Arrangement referred above. These entities continue to hold certain shares as on date.

Also in terms of sanctioned Scheme of Arrangement, MFSL has transferred its investment of 299,742 shares of GBP 1 each fully paid up of Max UK Limited to the Company. Accordingly, Max UK Limited, U.K. has now become Wholly Owned Subsidiary of the Company.

II. INFORMATION ABOUT THE APPOINTEE:

- a. Background Details: As explained above.
- b. Past Remuneration: Mr. Talwar has been appointed as Managing Director in the Company w.e.f. January 15, 2016. The remuneration paid by the Company to him during last two financial years is as under:

Amount (in crs.)

Financial Year ended March 31, 2017	Financial Year ended March 31, 2016 (w.e.f. January 15, 2016)
Rs. 1.77 Crore	Rs. 0.49 Crore

- c. Recognition or Awards: Mr. Talwar possesses wealth of experience of over 35 years in Corporate Finance and Investment Banking. He spent 24 years in Wholesale Banking in Standard Chartered, ANZ Grindlays and Bank of Nova Scotia. Prior to this, he spent almost 6 years with the Oberoi Group.
- d. Job Profile and his Suitability: Explained above in profile.
- e. Remuneration Proposed: The proposed remuneration of Mr. Mohit Talwar as Managing Director of the Company is mentioned in the resolution set out at item no. 6.
- f. Comparative remuneration Profile with respect to Industry, size of the Company, profile of the position and person: Mr. Talwar has an experience of over 35 years. His present job responsibilities include managing the whole of the affairs of the Company under the supervision of the Board. Accordingly, keeping in view the present scenario of pay package being offered by MNC / Class 'A' Indian Corporate(s), the proposed remuneration package of Mr. Talwar matches to the prevailing remuneration package in the concerned industry, size of the Company, profile of the position etc.
- g. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.: Mr. Mohit Talwar has no pecuniary relationship directly or indirectly with the Company or its managerial personnel other than his Remuneration in the capacity of as Managing Director.

III. OTHER INFORMATION:

- a. Reasons of loss or inadequate profits: The Company is the Resultant Company – 1 formed upon the demerger of Max Financial Services Limited (formerly Max India Limited), whereas, the said demerger was effective from January 15, 2016 having an Appointed Date of April 1, 2015. This being second year of operations, the Company has incurred loss.
- b. Steps taken or proposed to be taken for improvement: The Company has been taking all measures within its control to maximize overall efficiencies of its operations and minimising various Fixed and Variable costs.
- c. Expected increase in productivity and profit in measurable terms: It is difficult to forecast the profitability in measurable terms. However, the Company expects that the profitability shall improve in times to come.

By Order of the Board
For **Max India Limited**
(formerly known as 'Taurus Ventures Limited')

Place: New Delhi
Date: August 11, 2017

V. Krishnan
Company Secretary
Membership No.FCS -6527

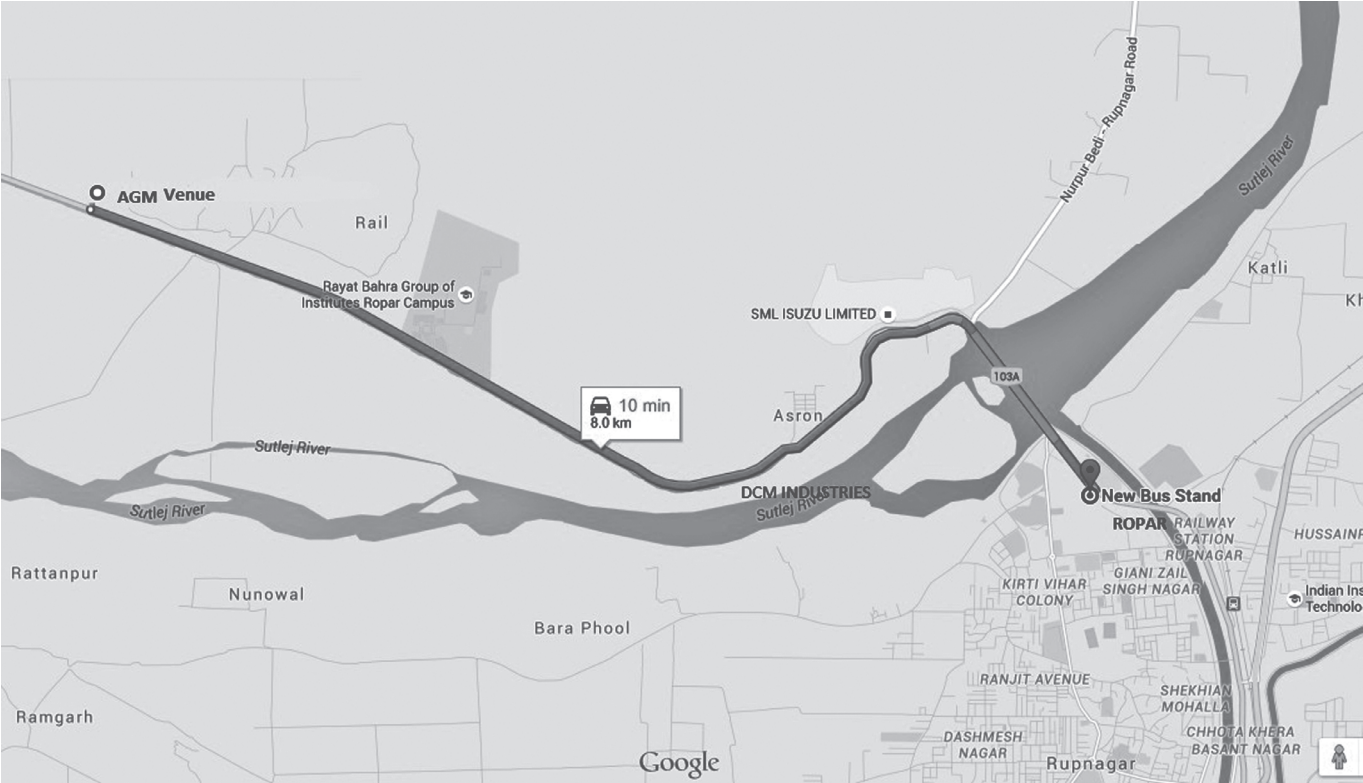
Annexure-1

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. Rahul Khosla	Mrs. Tara Singh Vachani	Mr. Dinesh Kumar Mittal
Age	57 years	30 years	63 years
Date of Appointment	January 15, 2016	January 15, 2016	November 9, 2016
Qualification	BA(Hons), C.A.	Majored in politics and South Asian studies from the National University of Singapore followed by courses from renowned institutions viz. London School of Economics and Management at Ecole hotelier de Lausanne, Switzerland.	Master's degree in physics with specialisation in Electronics from the University of Allahabad, India.
Experience and expertise	Mr. Khosla is a seasoned business leader with deep management experience, broad leadership skills and wide business perspectives developed over the last 30 years of working in India and globally. Under his leadership over the past five years, the Max Group has successfully delivered superior financial performance, significantly grown market capitalization, built organizational depth and concluded seminal corporate transactions across its businesses. He led the implementation of a comprehensive strategic framework across the group to deliver long-term value, the mega-restructuring of the erstwhile Max India Limited into three new listed entities. Before joining Max, Mr. Khosla spent 11 years based in Singapore as the Group Head of Products at Visa Inc for Asia Pacific, Central Europe, Middle East and Africa, following his role at Visa Inc as Chief Operating Officer for the Asia Pacific region. He held several senior roles prior to this - as Country Head for ANZ Grindlays' consumer banking businesses in India; Head of Retail Assets, Strategy, Finance and Legal at Bank of America. He also helped set up a pioneering in-house BPO facility for American Express as Business Leader	She is the Chief Executive Officer and Managing Director of Antara Senior Living Limited. The idea of caring is close to her heart and Antara for her is the altruistic coming together of enterprise and the joy of doing something meaningful for the seniors of our country. Before venturing into senior living, she worked with the corporate development team at erstwhile Max India, prior to its demerger. She has also been actively engaged in philanthropy through her involvement with Max India Foundation, the corporate social responsibility arm of the Max group.	Mr. 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.
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 Rs.2/- each)	900,718	100,000	Nil
Relationship with other Directors / KMPs	Nil	Nil	Nil
Directorships held in other Indian companies	1. Max Bupa Health Insurance Company Limited	1. Siva Realty Ventures Private Limited	1. Balrampur Chini Mills Limited (Listed)

	2. Max Healthcare Institute Limited 3. Antara Senior Living Limited 4. Max Life Insurance Company Limited	2. Seven Heaven Buildmart Private Limited 3. Max Estates Limited 4. Antara Purukul Senior Living Limited 5. Antara Senior Living Limited 6. Antara Gurgaon Senior Living Limited 7. Siva Enterprises Private Limited 8. Max Learning Limited	2. Max Financial Services Limited (Listed) 3. Bharti Airtel Limited (Listed) 4. Jet Airways (India) Limited (Listed) 5. Max Ventures and Industries Limited (Listed) 6. Bhopal Smart City Development Corporation Limited 7. ONGC Tripura Power Company Limited 8. Atyati Technologies Private Limited 9. Burman GSC Fund Management Private Limited 10. Business Strategy Advisory Services Private Limited 11. HSBC Asset Management (India) Private Limited 12. Max Life Insurance Company Limited
Membership / Chairmanship of Committees of the Company	As mentioned in Report on Corporate Governance		
Membership / Chairmanship of Committees held in other Indian companies	1. Max Life Insurance Company Limited; Nomination and Remuneration Committee (member) 2. Max Healthcare Institute Limited; Investment & Performance Review Committee (chairman) 3. Antara Senior Living Limited; Nomination and Remuneration Committee (chairman)	1 Antara Purukul Senior Living Limited; Nomination and Remuneration Committee (chairman)	1. Max Financial Services Limited; Audit Committee (chairman), Stakeholders Relationship Committee (member) and Investment & Finance Committee (member) 2. Max Ventures and Industries Limited; Audit Committee (member) ; Nomination and Remuneration Committee (member) and Investment & Finance Committee (member) 3. Balrampur Chini Mills Limited.; Audit Committee (member) 4. ONGC Tripura Power Company Limited; Audit Committee (member) 5 Max Life Insurance Company Limited; Audit Committee (member); Policyholders Protection Committee (member) and CSR Committee (Chairperson) 6. Jet Airways (India) Limited; Audit Committee (member) 7. Bharti Airtel Limited; Audit Committee (member) and Stakeholder Relationship Committee (member)

Route Map for A.G.M Venue



Registered office : 419, Bhai Mohan Singh Nagar, Village Railmajra, Tehsil Balachaur,
District Nawanshahr, Punjab -144 533, **Telephone** : 01881-462000, 462001 Fax : 01881- 273607
Website : www.maxindia.com, **E-mail** : investorhelpline@maxindia.com

REMOTE ELECTRONIC VOTING PARTICULARS

EVEN (Electronic Voting Event Number)	USER ID	PASSWORD/PIN	NO. OF SHARES

The e-voting facility will be available during the following voting period:

Commencement of e-voting	From 9.00 a.m. (IST) on Friday, September 22, 2017
End of e-voting	Upto 05.00 p.m. (IST) on Monday, September 25, 2017

- The cut-off date for the purpose of e-voting is Tuesday, September 19, 2017.
- Please refer to the attached AGM Notice for instructions on E-Voting.

----- TEAR HERE -----

Registered office : 419, Bhai Mohan Singh Nagar, Village Railmajra, Tehsil Balachaur,
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ATTENDANCE SLIP

Regd. Folio No. / DP ID – Client ID : _____

Name & Address of First/Sole Shareholder : _____

Name of Proxy holder : _____

Number of Shares Held : _____

I hereby record my presence at the 2nd ANNUAL GENERAL MEETING of Max India Limited held on Tuesday, September 26, 2017 at 11.30 A.M. at 419, Bhai Mohan Singh Nagar, Village Railmajra, Tehsil Balachaur, District Nawanshahr, Punjab – 144 533.

I certify that I am a member/proxy for the meeting of the Company.

Notes:

Signature of Member/Proxy

1. Members/Proxy holders are requested to produce the attendance slip duly signed for admission to the Meeting hall.
2. Members are requested to bring their copy of Annual Report for reference at the Meeting.

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Form No. MGT-11 PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies
(Management and Administration) Rules, 2014]

Regd. Folio No. / DP ID-Client ID :

Name of the Member(s) & Address :

I/We, being the member(s) holding shares of the above named Company, hereby appoint

(1) Name :

Address:

E-mail id:

Signature _____, or failing him;

(2) Name :

Address:

E-mail id:

Signature _____, or failing him;

(3) Name :

Address:

E-mail id:

Signature _____

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the 2nd Annual General Meeting of the company, to be held on Tuesday, September 26, 2017 at 11.30 A.M. at 419, Bhai Mohan Singh Nagar, Village Railmajra, Tehsil Balachaur, District Nawanshahr Punjab-144 533 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Number	Resolutions	Optional (✓)	
Ordinary Business		For	Against
1	Receive, consider and adopt : a) The Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2017, 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, 2017 and the reports of Auditors thereon.		
2	Re-appointment of Mr. Rahul Khosla (DIN: 03597562) as a Director liable to retire by rotation.		
3	Re-appointment of Mrs. Tara Singh Vachani (DIN: 02610311) as a Director liable to retire by rotation.		
4	Ratification of appointment of M/s S.R. Batliboi & Co., LLP, Chartered Accountants (FRN. 301003E), as the Statutory Auditors		
Special Business			
5	Appointment of Mr. Dinesh Kumar Mittal (DIN: 0004000) as an Independent Director of the Company.		
6	Revision in the remuneration payable to Mr. Mohit Talwar, Managing Director of the Company for a period of three years from April 1, 2017.		

Signed this----- day of----- 2017

Signature of Shareholder-----

Signature of Proxy holder(s) -----

Affix
revenue
stamp of
Re.1/-

Note:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**
- A member entitled to attend and vote is entitled to appoint a proxy to attend and to vote on poll instead himself/herself. A proxy need not be a member.
- Signatures of member should be across a Revenue Stamp of Re. 1.
- Please put a tick(✓) mark in the Box in the appropriate column against the respective resolutions. It is optional to indicate your preference. If you leave the "For" and "Against" columns blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.