

# MAX INDIA LIMITED

(CIN: L85100PB2015PLC039155)

Registered office: 419, Bhai Mohan Singh Nagar, Village Railmajra,  
Tehsil Balachaur, District Nawanshahr, Punjab - 144 533  
Tel. : 011 42598000, Fax : 011 26324126

E-mail : pchawla@maxindia.com, vkrishnan@maxindia.com, Website : www.maxindia.com



## Postal Ballot Notice

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with Rules 20 & 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof) ('the Rules'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), Secretarial Standards-II on General Meeting (SS-2) issued by the Institute of Company Secretaries of India (ICSI) and other applicable laws and regulations, if any, to transact the following proposed special business by the members of the Max India Limited ("the Company") by passing Special Resolution through postal ballot ("Postal Ballot")/ electronic voting ("e-voting").

Accordingly, the draft Special Resolution ("the Resolution") and the Explanatory Statement pursuant to Section 102 of the Act along with Postal Ballot Form and instructions in relation to the e-voting process are being sent for your consideration.

The Board of Directors of the Company has, in compliance with Rule 22(5) of the Companies (Management and Administration) Rules, 2014, appointed Mr. Sanjay Grover (Membership No. FCS 4223; C.P. No. 3850), Company Secretary in Whole Time Practice and Managing Partner of M/s. Sanjay Grover & Associates, Company Secretaries, having office at B-88, 1<sup>st</sup> Floor, Defence Colony, New Delhi – 110 024, as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner in accordance with the provisions of the Act and the Rules.

You are requested to carefully read the instructions printed in the Postal Ballot Form and return the Postal Ballot Form duly completed, in the attached self-addressed postage pre-paid envelope so as to reach the Scrutinizer on or before Wednesday, May 22, 2019. The results of the votes cast through Postal Ballot and e-voting will be declared by the Chairman, or in his absence by any other person so authorized by the Chairman, on Thursday, May 23, 2019 at the Corporate Office of the Company at 1, Jha Marg, Okhla-III, New Delhi-110020. The Resolution shall be deemed to have been passed on the last date for receipt of duly completed postal ballot forms or votes cast through e-voting, i.e., Wednesday, May 22, 2019.

The Company is pleased to offer e-voting facility as an alternate to its Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Forms to the Scrutinizer. E-voting is optional and members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions provided in the Notes to this Notice.

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

**"RESOLVED THAT** in accordance with Regulation 24 and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and further pursuant to Section 110 and any other applicable provision of the Companies Act, 2013, the rules prescribed thereunder (including any statutory modifications, amendments or re-enactments thereof for the time being in force), the Memorandum and Articles of Association of the Company and subject to the receipt of requisite approvals including the approval of the Insurance Regulatory and Development Authority of India (IRDAI), or other government or statutory authorities and third party approvals, as may be applicable and further subject to such terms and conditions as may be prescribed by any of the aforesaid authorities / third parties while granting such approvals, the consent of the members of the Company be and is hereby accorded to the divestment of entire shareholding of the Company held in its material subsidiary viz. Max Bupa Health Insurance Company Limited ("**Max Bupa**"), comprising of 51% of Max Bupa's total issued and paid-up share capital to True North Fund VI LLP or any of its affiliates ("**Proposed Transaction**") for such consideration as specified in the explanatory statement annexed to this Postal Ballot Notice.

**RESOLVED FURTHER THAT** all acts, deeds, matters and things, either verbal or written or otherwise, already done by the Company and/or any of its Directors and/or officers and/or representatives for, on behalf of and in the name of the Company in this regard be and are hereby noted, ratified and approved.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary from time to time for giving effect to the above resolutions."

**Registered Office :**  
419, Bhai Mohan Singh Nagar,  
Nawanshahr, Punjab - 144 533

**Place :** New Delhi  
**Date :** April 12, 2019

By Order of the Board  
For **Max India Limited**

**V. Krishnan**  
**Company Secretary**  
**Membership No. FCS – 6527**

## NOTES

1. Pursuant to Section 102 of the Act, an Explanatory Statement setting out material facts and reasons for the proposed Special Business is appended to the notice.
2. The Postal Ballot Notice is being sent to all the Members of the Company, whose names appear on the Register of Members/List of Beneficial Owners, as received from National Security Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) on April 12, 2019.

3. Members who have registered their e-mail IDs with Depositories / with the Company / with Registrar and Share Transfer Agent are being sent this Postal Ballot Notice by e-mail and the members who have not registered their e-mail IDs will receive Postal Ballot Notice along with the Postal Ballot Form by courier. Members who receive the documents in electronic mode under the Green Initiative of MCA and who wish to vote through Postal Ballot Form can obtain this form from the Company by sending an email request.
4. Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the attached postage pre-paid self-addressed envelope to the Scrutinizer in person or by courier/registered post/speed post. Unsigned Postal Ballot Forms will be rejected. The Postal Ballot Form(s) deposited personally at the address given thereon or if sent by courier or registered/speed post at the expense of the members will also be accepted. The duly completed Postal Ballot Form(s) should reach the Scrutinizer on or before Wednesday, May 22, 2019 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the member(s). The e-voting module shall also be disabled by NSDL for voting thereafter.
5. In compliance with the provisions of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 110 of the Act read with Rules 20 & 22 of the Companies (Management and Administration) Rules, 2014, the Company has also extended e-voting facility as an alternate for its Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form(s) to the Scrutinizer's address. The Company has entered into an agreement with NSDL for facilitating e-voting to enable the members to cast their votes electronically instead of dispatching Postal Ballot Forms, however, e-voting is optional. Demat-Account/Folio Number of the members has been enrolled by the Company for participation in voting on resolutions placed by the Company on e-voting system.

6. **The instructions and other information relating to e-voting are as under:**

The procedure to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

**Step-1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

**Step-2: Cast your vote electronically on NSDL e-Voting system**

**Detailed procedure is as under:**

**Step 1: Log-in to NSDL e-Voting system**

Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/>.

1. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.  
A new screen will open. You will have to enter your User ID, your Password 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.
2. Your User ID details will be as per details given in the Postal Ballot Form.
3. Your password details 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. **MAXINDIA**.pdf. Open the **MAXINDIA**.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, your 'initial password' is communicated to you on your postal address, on the Postal Ballot Form as below:

EVEN (E VOTING EVENT NUMBER)	USER ID	PASSWORD/PN

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](http://www.evoting.nsdl.com).

["Physical User Reset Password?"](#) (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.

5. After entering your password, read and 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 on NSDL e-Voting system.**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” (E-Voting Event Number) of Max India Limited.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
9. Voting has to be done for each item of the Notice separately for each demat accounts/folios. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.

**General Guidelines for shareholders:**

- a) 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail [sanjaygrover7@gmail.com](mailto:sanjaygrover7@gmail.com) or [contact@cssanjaygrover.in](mailto:contact@cssanjaygrover.in) to with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- b) 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](http://www.evoting.nsdl.com) to reset the password.
- c) In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL at the following toll free no.: 1800-222-990.
- d) Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e., April 12, 2019, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or to the Company's Registrar - Mas Services Limited at [info@masserv.com](mailto:info@masserv.com)

**Other information:**

1. The e-Voting period commences from Tuesday, April 23, 2019 at 9.00 a.m. and ends on Wednesday, May 22, 2019 at 05.00 p.m. E-voting shall not be allowed beyond said time.
2. During the aforesaid period, the members of the Company holding shares in physical form or in dematerialized form, as on the cut-off date, being Friday, April 12, 2019, may cast their votes 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.
3. The Scrutinizer after completion of the scrutiny will submit his report to the Chairman or Company Secretary of the Company. The results of the Postal Ballot and e-voting will be declared on Thursday, May 23, 2019 at the Corporate Office of the Company. The results will be informed to the Stock Exchanges where shares of the Company are listed and will also be displayed on the Company's website: [www.maxindia.com](http://www.maxindia.com).
4. Members are requested to notify the change in their address, if any, in case of shares held in electronic form, to the concerned Depository Participant quoting their client ID and in case of physical shares, to the Registrar and Transfer Agent of the Company quoting their Folio Number.
5. The Board of Directors has appointed Mr. V. Krishnan, Company Secretary and Compliance Officer as the person responsible for the entire Postal Ballot and e-voting process.
6. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered and Corporate Office of the Company during normal business hours (9:00 a.m. to 5:00 p.m.) on all working days upto the date of declaration of the results of Postal Ballot and e-voting.

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 READ WITH SECTION 110 OF THE COMPANIES ACT, 2013

In terms of Section 102 of the Companies Act, 2013 ('the Act'), the following Explanatory Statement sets out all the material facts relating to the Special Resolution given in the accompanying Notice dated April 12, 2019.

The Company is in process of rebalancing its portfolio of businesses and keeping in view the rebalancing as well as significant capital requirements for the health insurance business going forward, the Board of Directors ("**Board**") of the Company at its meeting held on February 26, 2019 considered and approved a proposal relating to divestment of entire shareholding of the Company held in its material subsidiary viz. Max Bupa Health Insurance Company Limited ("**Max Bupa**") (equivalent to 51% of Max Bupa's total issued and paid-up share capital) to True North Fund VI LLP and / or any of its affiliates ("**Proposed Transaction**"), subject to the receipt of requisite approvals including the approval of the Insurance Regulatory and Development Authority of India (IRDAI) and Shareholders of the Company.

The Proposed Transaction is an all-cash transaction and it values Max Bupa at an enterprise value of Rs 1013 crores as on March 13, 2019. Accordingly, subject to certain adjustments contemplated under the terms of the Share Purchase Agreement dated March 13, 2019 executed between the Company, Max Bupa and True North Fund VI LLP ("**SPA**"), the purchase consideration for all shares held by the Company in Max Bupa would be Rs. 516,63,00,000 (Rupees Five Hundred Sixteen Crores and Sixty Three Lakhs) ("**Initial Purchase Consideration**"). The Initial Purchase Consideration is subject to certain adjustments under the SPA including but not limited to: (i) upward adjustment to the extent of any capital that is invested by the Company into Max Bupa between the date of execution of the SPA and the date of completion of the Proposed Transaction; and (ii) if the completion of the Proposed Transaction takes place after September 30, 2019, downward adjustment to the extent of 51% of the aggregate of (a) the gross provisions made in the books of accounts of Max Bupa, as on the quarter end preceding the date of completion of the Proposed Transaction, for diminution in the value of any investment made by the Company and (b) any write-off of any investment made by the Company, in whole or in part, in the books of accounts of the Company after July 1, 2018 and until the quarter end preceding the date of completion of the Proposed Transaction. Any provision for diminution or write-off or indemnity on the investments made by the Company, in whole or in part, in the books of accounts is capped at an aggregate amount of INR 40,00,00,000 (Indian Rupees Forty Crores). Further, any subsequent recovery made against such investments written-off or provided for, will be made good to the Company as per the mechanism set out in the SPA. However, irrespective of the adjustments contemplated under the SPA, the Company will receive as the purchase consideration for all shares held by the Company in Max Bupa, an amount of at least INR 510,51,00,000 (Rupees Five Hundred Ten Crores and Fifty-One Lacs) on the date of completion of the Proposed Transaction.

As part of the SPA, the Company has provided certain customary representations and warranties and corresponding indemnities to True North Fund VI LLP. The Company has also provided to True North Fund VI LLP, certain specific indemnities pertaining to any diminution in the value of certain investments made by Max Bupa as more particularly set out in the SPA.

Regulation 24(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 provides that a listed entity shall not dispose of shares in its material subsidiary which would reduce its shareholding (either on its own or together with other subsidiaries) to less than 50% or cease the exercise of control over the material subsidiary without passing a special resolution in its General Meeting, except in cases where such divestment is made under a scheme of arrangement duly approved by a Court/ National Company Law Tribunal or under a resolution plan duly approved under section 31 of the Insolvency and Bankruptcy Code, 2016 and such an event is disclosed to the recognized stock exchanges within one day of the resolution plan being approved.

Max Bupa's income exceeds 20% of the consolidated income of the Company in the immediately preceding accounting year. Pursuant to aforementioned Regulation 24, Max Bupa is considered as a material subsidiary of the Company and the sale, transfer or disposal of shares held by the Company in Max Bupa pursuant to the Proposed Transaction shall require approval of the shareholders of the Company through a special resolution.

It may be further noted that if the aforesaid divestment of shares held by the Company in Max Bupa under the Proposed Transaction is completed before the Scheme of Amalgamation and Arrangement ("**Scheme**") involving the Company, Max Healthcare Institute Limited, Radiant Life Care Private Limited and Advaita Allied Health Services Limited becomes effective, for which approval of the shareholders shall be separately taken, then pursuant to the Scheme, the purchase consideration so received by the Company in respect of the aforesaid divestment shall stand transferred to Advaita Allied Health Services Limited ("**Advaita**"), a wholly-owned subsidiary of the Company, incorporated for purpose of Scheme. Similarly, if the Scheme becomes effective before the completion of the Proposed Transaction, then all shares held by the Company in Max Bupa shall stand transferred to Advaita pursuant to the Scheme and such shares shall subsequently be transferred by Advaita to True North Fund VI LLP or any of its affiliates, in accordance with the terms of the SPA.

Advaita will be evaluating new growth opportunities over the course of the current financial year and intends to use the proceeds from aforesaid divestment for such growth. It shall seek requisite shareholder approvals once such growth opportunities have been identified and as part of such process, Advaita's endeavour shall be to give its shareholders that do not prefer to be a part of next phase of growth plans of Advaita, an exit option through an appropriate mechanism, including capital reduction, by offering a proportionate share of the divestment proceeds, subject to applicable laws and taxes.

The Board is of the opinion that the proposed divestment is in the overall best interests of the Company and recommends the passing of the resolution as set out in the accompanying notice as a Special Resolution.

Mr. Mohit Talwar, Mr. Dinesh Kumar Mittal and Mr. K. Narasimha Murthy are common directors in the Company and Max Bupa. Save and except the said directors, none of the Directors & Key Managerial Personnel (KMP) or their relatives are concerned or interested in the proposed resolution except to the extent of their shareholding in the Company or Max Bupa, if any.

**Registered Office :**  
419, Bhai Mohan Singh Nagar,  
Nawanshahr, Punjab - 144 533

**Place :** New Delhi  
**Date :** April 12, 2019

By Order of the Board  
For **Max India Limited**

**V. Krishnan**  
**Company Secretary**  
**Membership No. FCS – 6527**



# MAX INDIA LIMITED



(CIN : L85100PB2015PLC039155)

Registered Office: 419, Bhai Mohan Singh Nagar, Railmajra, Tehsil Balachaur  
District Nawanshahr, Punjab - 144 533, Tel. : 011 42598000 fax : 011 26324126  
www.maxindia.com E-mail : pchawla@maxindia.com, vkrishnan@maxindia.com

## POSTAL BALLOT FORM

*[Please read the instructions printed overleaf carefully before completing this form]*

### Serial No

1. Name & address of the Sole/ First named Shareholder as registered with the Company
2. Name(s) of the joint Shareholders if any, registered with the Company
3. Registered Folio No./ DPID No. & Client ID No. (applicable to shareholders holding shares in electronic form)
4. No. of shares held
5. I/We hereby exercise my/our vote in respect of the Special Resolution to be passed through postal ballot for the business stated in the Notice dated April 12, 2019 of the Company by recording my/our assent or dissent or otherwise to the said resolution by placing a tick (✓) mark in the appropriate box below:

Item No.	Description	No. of Shares	I / We assent to the Resolution (FOR)	I / We dissent to the Resolution (AGAINST)
1.	Special Resolution for divestment of equity shares of Max Bupa Health Insurance Company Limited, a material subsidiary of the Company.			

Place :

Date :

(Signature of the Shareholder/s)

## ELECTRONIC VOTING PARTICULARS

EVEN (E Voting Event Number)	USER ID	PASSWORD

**Note :** If the voting rights are exercised electronically, there is no need to use this form. Please read the instructions carefully printed overleaf before exercising the vote and return this form to the Scrutinizer by using the enclosed postage pre-paid self addressed envelope.

**Last date for receipt of this Postal Ballot Form is Wednesday, May 22, 2019.**

## INSTRUCTIONS

1. A shareholder desiring to exercise vote by Postal Ballot should complete the Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Forms, if sent by courier or by registered post/speed post at the expense of the Shareholder will also be accepted. The Postal Ballot Form may also be deposited personally at the address provided on the envelope.
2. The self-addressed pre-paid envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company.
3. The Postal Ballot Form should be completed and signed by the Sole/ First Shareholder. In the absence of the First Shareholder in a joint holding, the Postal Ballot Form may be completed and signed by the next named Shareholder. However, where the Postal Ballot Form is sent separately by the First Shareholder and the Joint holder/s, the vote of the First Shareholder would be valid.
4. The voting period commences on Tuesday, April 23, 2019 (9.00 a.m.) and ends on Wednesday, May 22, 2019 (5.00 p.m.). The Postal Ballot Form duly completed and signed (as per specimen signature registered with the Company) should be sent to the Scrutinizer appointed by the Company on or before the close of the working hours, i.e., by 5.00 p.m. on Wednesday, May 22, 2019.
5. The Postal Ballot(s) received after this date will be treated as if the reply from the Member has not been received and the same will not be considered.
6. In case shares are jointly held, this Postal Ballot Form should be completed and signed by the first named Member and in his/her absence, by the next named Member.
7. In case of share held by companies, trusts, societies etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution/ Authority, with signature/s of the Authorized Signatory/ies giving requisite authority to the person voting on the Postal Ballot Form or duly attested by a banker.
8. Unsigned, incomplete, mutilated or incorrectly filled Postal Ballot Forms will be rejected.
9. The Postal Ballot cannot be exercised by a proxy.
10. The Shareholders are requested not to send any matter along with the Postal Ballot Form in the postage prepaid self addressed envelope. If any extraneous papers are found, the same will be destroyed by the Scrutinizer.
11. A tick (✓) mark should be placed in the relevant box signifying assent / dissent for the resolution, as the case may be, before mailing the Postal Ballot Form. Postal Ballot Form bearing tick (✓) mark in both the columns will render the same invalid.
12. All Shareholders holding shares in physical mode, who are registered as shareholders; and all beneficial owners holding shares in dematerialized mode on Friday, April 12, 2019, are entitled to vote on the resolution/s on the basis of the paid-up value of the shares held as on that date.
13. There will be only one Postal Ballot Form for every Folio/ Client ID.
14. A Member can opt only one mode for voting i.e. either by Postal Ballot or e-voting. In case you are opting for e-voting, then do not vote by Postal Ballot and vice versa. However, in case member(s) cast their vote both by Postal Ballot and e-voting, then the voting done through e-voting shall prevail and voting done by Postal Ballot will be treated as invalid.
15. The Scrutinizer's decision on the validity or otherwise of the Postal Ballot will be final.