

Directors' Report

Dear Members,

Your Directors have pleasure in presenting the fourth Board's Report of Max India Limited ('the Company') along with the audited Statement of Accounts for the financial year ended March 31, 2019. This Board's report is prepared on the basis of standalone financial statements of the Company for the year ended March 31, 2019.

Standalone Results

The highlights of the stand-alone financial results of your Company along with previous year's results are as under:

Particulars	(Rs. Crore)	
	For the year ended March 31, 2019	For the year ended March 31, 2018
Income		
Revenue from operations	55.95	63.76
Other income	0.52	1.74
Total revenue	56.47	65.50
Expenditure		
Employee benefits expense	28.20	26.68
Depreciation & Amortisation	1.23	0.87
Other expenses	43.97	26.19
Total expenses	73.40	53.74
Profit/(Loss) before tax	(16.93)	11.76
Tax expense	1.55	6.09
Profit/(Loss) After Tax	(18.48)	5.67
Other comprehensive income/ (loss)	0.04	(0.03)
Total comprehensive income/ (loss)	(18.44)	5.64

Your Company is engaged in the activity of holding and nurturing of investments in its subsidiaries and joint venture Company and also providing Management Consultancy Services to group companies.

Consolidated Results

In accordance with the Companies Act, 2013 ("the Act") and Regulation 34 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the audited consolidated financial statements are provided

as part of this Annual Report and shall also be laid before the ensuing Annual General Meeting of the Company.

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

The Financial statements for the financial year ended March 31, 2019 are the Company's first IND-AS compliant annual financial statements with comparative results for the year ended March 31, 2018 also under IND-AS. The date of transition is April 1, 2017.

The highlights of the consolidated financial results of your Company and its subsidiaries are as under:

Particulars	(Rs. Crore)	
	For the year ended March 31, 2019	For the year ended March 31, 2018
Income		
Revenue from operations	155.76	240.02
Other Income	17.31	11.18
Total Revenue	173.07	251.20
Expenses		
Cost of raw material and components consumed	7.36	41.25
(Increase)/ decrease in inventories of finished goods and work in progress	39.48	90.95
Employee benefits expense	84.37	79.46
Depreciation & Amortisation	5.21	4.49
Finance costs	24.09	26.07
Other expenses	60.24	62.73
Total Expenses	220.75	304.95
Loss before share of loss of joint ventures and tax from continuing operations	(47.68)	(53.75)
Share of loss of joint ventures	(0.99)	(5.82)
Loss before tax from continuing operations	(48.67)	(59.57)
Tax Expense	2.55	7.24
Loss after tax from continuing operations	(51.22)	(66.81)

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
Profit/ (loss) after tax from discontinuing operations	(79.80)	33.58
Loss for the year	(131.02)	(33.23)
Other comprehensive income ('OCI')	(2.06)	(7.31)
Total comprehensive income	(133.08)	(40.54)

Share Capital

The Authorized share capital of the Company as on March 31, 2019 was Rs. 60, 00, 00, 000/- (Rupees Sixty Crores only) comprising of 30, 00, 00, 000 equity shares of Rs. 2/- each.

During the year under review, 2, 32, 573 equity shares of rs. 2/- Each were allotted for cash, on exercise of stock options by eligible employees under the 'Max India Employee Stock Plan 2016'.

The Paid up capital of the Company as on March 31, 2019 was Rs. 53, 72, 31, 276/- (Rupees Fifty three crores seventy two lakhs thirty one thousand two hundred seventy six only) comprising of 26, 86, 15, 638 equity shares of Rs. 2/- each.

Further, your Company allotted 49, 910 equity shares of Rs.2/- each to Mr. Mohit Talwar, Managing Director, for cash under the aforesaid Stock Plan post March 31, 2019 till the date of this Directors' report.

Employee Stock Option Plan

Your Company has adopted an employee stock option plan viz. 'Max India Employee Stock Plan 2016' ('ESOP Plan') at its first Annual General Meeting held on September 27, 2016. The ESOP Plan provides for grant of stock options aggregating not more than 5% of equity share capital of the Company to eligible employees and Directors of the Company. The ESOP Plan is administered by the Nomination and Remuneration Committee constituted by the Board of Directors of the Company.

Pursuant to the Composite Scheme of Arrangement amongst Max Financial Services Limited (formerly 'Max India Limited') (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 stock option-holders of MFSL were granted 25, 03, 560 stock options of the Company in proportion to the options held by them in MFSL with similar vesting schedule. Till date, the Company has issued and allotted 16, 17, 060 Equity shares of Rs. 2/- each, on the exercise 7, 30, 560 stock options at an exercise price of Rs.2/- per option and 8, 86, 500 stock options at an exercise price of Rs.77.80/- per option by the stock option-holders of MFSL. Further, 6, 65, 000 options lapsed as of March 31, 2019 as detailed in **Annexure- 1** to this Report.

In addition to above, the Nomination and Remuneration Committee of the Company granted 1, 08, 749 stock options to Mr. Mohit Talwar, Managing Director of the Company, of which 64, 489 equity shares of Rs. 2/- each have been issued and allotted to him till date upon exercise of 64, 489 stock options of Rs.2/- each.

There is no change in the ESOP plan during the financial year under review. The ESOP plan is in compliance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.

Details of options granted upto March 31, 2019 and other disclosures as required under the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and Rule 12(9) of Companies (Share Capital & Debentures) Rules, 2014 for the financial year 2018-19 are enclosed as **Annexure-1** and are also available on the Company's website at www.maxindia.com

Cancellation of Convertible Warrants

The Company allotted 19, 384, 584 Convertible Warrants to a promoter entity on June 20, 2017 at an issue price of Rs. 154.76 per warrant, upon receipt Rs. 75 crores, being 25% of the upfront warrant Subscription Amount. Each warrant was convertible into 1 equity share in terms of applicable SEBI guideline at any time before expiry of 18 months from the date of allotment i.e. on or before December 19, 2018.

In-view of uncertain market situations and more particularly, as the share price of the Company was quoting substantially below the conversion price, the Promoter group decided not to opt for conversion of aforesaid warrants. Therefore, pursuant to applicable SEBI guidelines, the Board of directors of the Company on December 17, 2018, took note of cancellation of aforesaid warrants and forfeiture of upfront warrant Subscription Amount of Rs.75

Crepe paid earlier by the Promoter entity on such warrants.

Extracts of Annual Return

Pursuant to Section 134(3)(a) and Section 92(3) of the Act read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the extracts of the Annual Return as at March 31, 2019 (MGT-9) is enclosed as '**Annexure - 2**' to this report and is also available on the Company's website viz. www.maxindia.com

Subsidiaries, Associates and Joint Ventures

During the year under review, your Company incorporated a Wholly-owned Subsidiary namely Advaita Allied Health Services Limited ("Advaita"). Advaita's current Authorized and Paid-up Capital is Rs. 5, 00, 000 comprising of 50, 000 Equity Shares of Rs. 10 each. The first financial year of Advaita has commenced from the date of its incorporation i.e. January 23, 2019 and shall end on March 31, 2020.

As of March 31, 2019, your Company had ten (10) subsidiaries and one (1) Associate Company, out of which seven (7) Subsidiary Companies are direct Subsidiaries. Further, the Company owns 100% of the share capital in residual three (3) subsidiaries, on a pass through basis.

The requisite details of these companies form part of the extracts of Annual Return given in '**Annexure-2**'.

A report on the performance and financial position of these subsidiaries and Associate Company, included in the consolidated financial statements and presented in Form AOC-1 is enclosed as '**Annexure - 3**' to this report. The said Form AOC-1 does not contain the requisite details of Advaita as the first audited financial figures of Advaita shall be made available only after its first financial year ending on March 31, 2020.

Further, a detailed update on the business performance and contribution of your Company's key operating subsidiaries and Associate Company in the performance of the Company is furnished as part of Management Discussion and Analysis section which forms part of the Report.

As provided in Section 136 of the Act, the financial statements and other documents of the subsidiary companies are not attached with the financial statements of the Company. The complete set of financial statements including financial statements of the subsidiaries of the Company is available on our website www.maxindia.com. These documents will

also be available for inspection during business hours at the Registered and Corporate Office of the Company and shall also be made available to the shareholders of the Company in hard copy, on demand.

During the year under review, your Company made further investments of Rs. 38.45 crore in Antara Senior Living Limited by subscribing to 38, 45, 000 Compulsory Convertible Preference Shares (CCPS) of Rs.100/- each and Rs. 28.50 crore in Max Bupa Health Insurance Company Limited by subscribing to 2, 80, 50, 000 equity shares of Rs. 10/- each.

Dividend

The Board of Directors did not recommend any dividend for the financial year ended March 31, 2019, on the Equity Share Capital of the Company.

In terms of regulation 43A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the Company's dividend distribution policy is enclosed as '**Annexure - 4**' to the board's report.

Transfer to Reserves

The Company has not transferred any amount to the General Reserves for the financial year ended March 31, 2019.

Directors

As on March 31, 2019, the Board of Directors comprised of 8 (eight) members with 1 (one) Executive Director and 7 (seven) Non-Executive Directors of which 4 (four) were Independent.

Mr. Dipankar Gupta, an Independent Director of the Company resigned from the Board of Directors of the Company with effect from April 11, 2018.

Mr. K. Narasimha Murthy (DIN: 00023046) and Mrs. Sharmila Tagore (DIN: 00344638) were appointed as Additional Directors holding the position of Independent Director on the Board of Directors of the Company, effective December 24, 2018 and February 26, 2019, respectively.

Mr. Rahul Khosla, who was the Chairman of the Company, has resigned from the Board of Directors of the Company effective closing of business hours of March 31, 2019. The Board places on record its deep appreciation for the valuable

contribution made by Rahul Khosla as the Chairman of the Company.

Mr. Analjit Singh, Promoter of the Company was appointed as an Additional Director on the Board of the Company holding the position of Non Executive Director, not liable to retire by rotation, designated as Chairman of the Company with effect from April 1, 2019.

The above directors were appointed as Additional Directors and therefore, their term of office expires on the date of ensuing Annual General Meeting. The Company has received notices under Section 160 of the Companies Act, 2013 from members proposing the candidature of these directors for being appointed as directors of the Company. The Board of Directors on recommendation of Nomination and Remuneration Committee recommend to the shareholders for their appointment as Directors of the Company. The brief particulars of all such directors form part of the notice of the ensuing Annual General Meeting.

As per the provisions of Act, Independent Directors were appointed for a term of five consecutive years and shall not be liable to retire by rotation. Accordingly, resolutions proposing appointment of Mr. K. Narasimha Murthy and Mrs. Sharmila Tagore, as Independent Directors of the Company, form part of the notice of the ensuing Annual General Meeting.

In terms of Section 152 of the Act and the Articles of Association of the Company, Mrs. Tara Singh Vachani and Mr. Ashwani Windlass are liable to retire by rotation at the ensuing Annual General Meeting. Mrs. Tara Singh Vachani and Mr. Ashwani Windlass being eligible have offered themselves for re-appointment at the ensuing Annual General Meeting. The Board recommends their re-appointment for consideration of the members of the Company at the forthcoming Annual General Meeting. Brief profiles of these directors form part of the Notice convening Annual General Meeting.

The Board met seven times during the financial year 2018-19:

S. No.	Date	Board Strength	No. of Directors present at the meeting
1	May 29, 2018	6	5
2	August 10, 2018	6	6
3	November 2, 2018	6	6
4	December 24, 2018	7	6

5	February 11, 2019	7	6
6	February 26, 2019	8	3
7	March 22, 2019	8	7

The details regarding number of meetings attended by each Director during the year under review forms part of the Corporate Governance Report attached as part of this Annual Report.

Statement of Declaration by Independent Directors

All Independent Directors of the Company have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations. In the opinion of the Board, the Independent Directors, fulfil the conditions of independence specified in Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations. The Independent Directors have also confirmed that they have complied with the Company's Code of Conduct and the in-laid policies and applicable laws.

Committees of the Board of Directors

The Company has various committees which have been established as a part of the best corporate governance practices and are in compliance with the requirements of the relevant provisions of applicable laws and statutes. Details of these committees along with their charter, composition and meetings held during the year, are provided in the Corporate Governance Report, which forms part of this report.

1. Audit Committee:

The Audit Committee met six times during the financial year 2018-19, viz. on May 29, 2018, August 10, 2018, November 2, 2018, December 24, 2018, February 11, 2019 and March 22, 2019. The Committee as on March 31, 2019 consisted of Mr. Ashok Kacker (Chairman), Mr. Dinesh Kumar Mittal and Mr. Mohit Talwar.

2. Nomination and Remuneration Committee:

The Nomination and Remuneration Committee met six times during the financial year 2018-19, viz. on May 29, 2018 August 10, 2018, December 24, 2018, February 11, 2019, February 26, 2019 and March 22, 2019. The Committee as on March 31, 2019 consisted of Mr. Ashok Kacker (Chairman), Mr. D. K. Mittal and Mr. Rahul Khosla. Consequent to the resignation of

Mr. Rahul Khosla, he ceased to be a member of the Committee effective March 31, 2019. Mr. Analjit Singh has been co-opted as a member of this Committee with effect from April 1, 2019.

3. **Investment & Finance Committee:**

The Investment & Finance Committee met six times during the financial year 2018-19, viz. on May 29, 2018, August 10, 2018, November 2, 2018, December 24, 2018, February 11, 2019 and March 22, 2019. The Committee as on March 31, 2019 consisted of Mr. Ashwani Windlass (Chairman), Mr. Rahul Khosla, Mr. Ashok Kacker, Mr. D.K. Mittal, Mrs. Tara Singh Vachani and Mr. Mohit Talwar. Consequent to the resignation of Mr. Rahul Khosla, he ceased to be a member of the Committee effective March 31, 2019.

4. **Corporate Social Responsibility Committee:**

The Committee met once during the financial year 2018-19, viz. on August 10, 2018, with the presence of all its members. The Committee as on March 31, 2019 consisted of Mr. Ashok Kacker, Mr. Dinesh Kumar Mittal and Mrs. Tara Singh Vachani.

5. **Stakeholders Relationship Committee:**

The Committee met six times during the financial year 2018-19, viz. on May 29, 2018, August 10, 2018, November 2, 2018, December 24, 2018, February 11, 2019 and March 22, 2019. The Committee as on March 31, 2019 consisted of Mr. Ashwani Windlass (Chairman), Mr. Ashok Kacker and Mr. Mohit Talwar.

6. **Committee of Independent Directors:**

The Committee of Independent Directors as on March 31, 2019 consisted of Mr. Ashok Kacker, Mr. Dinesh Kumar Mittal, Mr. K. Narasimha Murthy and Mrs. Sharmila Tagore.

The Independent Directors had a separate meeting on May 29, 2019 in the presence of all four Independent directors and without the presence of Executive Directors to evaluate the performance of directors of the Company, the Chairman, the board as a whole and committees thereof for the year under review. Mr. Ashok Kacker chaired the meeting. At the meeting, the independent directors also assessed the quality, quantity and timeliness of flow of information between

the Company's management and the board which enables the board to effectively and reasonably perform its duties. The independent directors also discussed the strategy and risks pertaining to the Company and its subsidiaries and associate companies.

Performance Evaluation of the Board

As per the requirements of the Act and Listing Regulations, formal Annual Evaluation process has been carried out for evaluating the performance of the Board, the Committees of the Board and the Individual Directors including Chairperson for the financial year ended March 31, 2019.

The performance evaluation was carried out by obtaining feedback from all Directors through a confidential online survey mechanism through Diligent, a secured electronic medium through which the Company interfaces with its Directors. The outcome of this performance evaluation was placed before the Nomination and Remuneration Committee, Independent Directors and the Board for the consideration of the members.

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

Key Managerial Personnel

In terms of the provisions of Section 203 of the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Mr. Mohit Talwar, Managing Director, Mr. Jatin Khanna, Chief Financial Officer and Mr. V. Krishnan, Company Secretary are the Key Managerial Personnel (KMP) of the Company.

Nomination & Remuneration Policy

In terms of the provisions of Section 134 (3)(e) of the Act, the Board of Directors on the recommendation of the Nomination and Remuneration Committee approved a policy on Director's appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a Director and other matters provided and the same is enclosed as '**Annexure - 5**' to this report and is also available on our website www.maxindia.com.

Corporate Social Responsibility Policy (CSR policy)

In terms of the provisions of section 135 of the Act, read with Companies (Corporate Social Responsibility Policy) Rules, 2014, the Board of Directors of your Company, on the recommendation of Corporate Social Responsibility Committee ("CSR Committee"), approved a CSR policy which is available on the website of the Company at www.maxindia.com.

Report on CSR Activities of the Company for the financial year ended March 31, 2019 is enclosed as 'Annexure - 6' to this Report.

Human Resources

As on March 31, 2019, there were 48 employees on the rolls of the Company. The remuneration of our employees is competitive with the market and rewards high performers across levels. The remuneration to Directors, Key Managerial Personnel and Senior Management are a balance between fixed, incentive pay and long-term equity program based on the performance objectives appropriate to the working of the Company and its goals and is reviewed periodically and approved by the Nomination and Remuneration Committee of the Board.

Details pursuant to Section 197 (12) of the Act, read with the Rule 5(1) and Rule 5(2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are enclosed as 'Annexure-7a' and 'Annexure-7b' to this report.

Prevention of Sexual Harassment of Women at workplace

Your Company has requisite policy for prevention of Sexual Harassment of Women at workplace, which is available at www.maxindia.com. The comprehensive policy ensures gender equality and the right to work with dignity. An Internal Complaints Committee (ICC) has been constituted as per provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. No case under the said Act was reported to the Committee during the year under review.

Loans, Guarantees or Investments in Securities

The Company has pursuant to the provisions of Section 186 of the Act given loans, made guarantees and investments during the year under review and the details of such loans, guarantees and investments are provided in Note No 39 to

the financial statements of the Company for the FY 2018-19.

Management Discussion & Analysis

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

Report on Corporate Governance

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

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

Public Deposits

During the year under review, the Company has not accepted or renewed any deposits from the public

Contracts or Arrangements with Related Parties

All transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis. There is no material contract or arrangement in terms of Listing Regulations. Hence, the requirement of furnishing the particulars of contracts or arrangements entered into by the Company with related parties referred to in section 188(1) of the Act, in Form- AOC-2 is not applicable to the Company.

All Related Party Transactions are placed before the Audit Committee for approval. Omnibus approval was obtained on a yearly basis for transactions which are of repetitive nature. Transactions entered into pursuant to omnibus approval are placed before the Audit Committee and the Board for information and noting on a quarterly basis.

The details of all the Related Party Transactions entered during Financial Year 2018-19 form part of Note No. 31 to the financial statements attached to this Annual Report.

The Policy on materiality of related party transactions and dealing with related party transactions as approved by the Board may be accessed on the Company's website www.maxindia.com

Statutory Auditors and Auditors' Report

Pursuant to Sections 139 & 142 of the Act, M/s S.R. Batliboi & Co., LLP, Chartered Accountants (FRN 301003E), were appointed as the Statutory Auditors of the Company at the first Annual General Meeting held on September 27, 2016 to hold office from the conclusion of first Annual General Meeting till the conclusion of the 5th Annual General Meeting of the Company to be held in the year 2020.

The Ministry of Corporate Affairs (MCA) vide its notification dated 7 May 2018, has omitted the requirement under first proviso to section 139 of the Act and rule 3(7) of the Companies (Audit and Auditors) Rules, 2014, regarding ratification of the appointment of statutory auditors by shareholders at every subsequent AGM.

Consequently, M/s. S R Batliboi & Co. LLP, Chartered Accountants, continues to be the statutory auditors of the Company till the conclusion of 5th AGM, as approved by shareholders at first AGM held on September 27, 2016.

There are no audit qualifications or reporting of fraud in the Statutory Auditors Report given by M/s S.R. Batliboi & Co., LLP, Statutory Auditors of the Company for the FY 2018-19 as annexed elsewhere in this Annual Report.

Secretarial Auditors and Secretarial Audit Report

Pursuant to Section 204 of the Act, your Company had appointed M/s Sanjay Grover and Associates, Practicing Company Secretaries (Firm Registration No.P2001DE052900) as its Secretarial Auditors to conduct the Secretarial Audit of the Company for the FY 2018-19. The Report of Secretarial Auditor for the Financial Year ended March 31, 2019 is enclosed as '**Annexure-8**' to this report.

There are no audit qualifications, reservations or any adverse remark in the said Secretarial Audit Report.

Further, your Company complies with the applicable

Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI).

Cost Records

Your Company is not required to maintain cost records as specified by the Central Government under Section 148(1) of the Act.

Business Responsibility Report

A detailed Business Responsibility Report as required under regulation 34 of the Listing Regulations, is annexed to this report as 'Annexure-9'.

Internal Auditors

The Company follows a robust Internal Audit process and audits are conducted on a regular basis, throughout the year in accordance with the Audit Plans. During the year under review, M/s MGC and KNAV, Global Risk Advisory LLP were re-appointed as Internal Auditors for conducting the Internal Audit of key functions and assessment of Internal Financial Controls as required under applicable regulations.

Risk Management

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

There are no risks which, in the opinion of the Board, threaten the very existence of your Company. However, some of the challenges/risks faced by its key operating subsidiaries & Associate Company have been dealt in detail in the Management Discussion and Analysis section of respective companies forming part of this Annual Report. A copy of the same can also be accessed at Company's website www.maxindia.com.

Internal Financial Controls

The Company has in place, adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weaknesses in the design or operation were observed. The Management have reviewed the existence of various risk-

based controls in the Company and also tested the key controls towards assurance for compliance for the present fiscal. Further, the testing of such controls shall also be carried out independently by the Statutory Auditors as mandated under the provisions of the Act.

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

During the year under review, there were no instances of fraud reported by the auditors under section 143(12) of the Act to the Audit Committee or the Board of Directors.

Vigil Mechanism

The Company has a vigil mechanism pursuant to which a Whistle Blower Policy has been adopted and is in place. The Policy ensures that strict confidentiality is maintained whilst dealing with concerns raised and also that no discrimination will be meted out to any person for a genuinely raised concern in respect of any unethical and improper practices, fraud or violation of Company's Code of Conduct.

The said Policy covering all employees, Directors and other persons having association with the Company is hosted on the Company's website www.maxindia.com

A brief note on Vigil Mechanism/ Whistle Blower Policy is also provided in the Report on Corporate Governance, which forms part of the Annual Report.

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

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

a) Conservation of Energy

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

(iii) Capital investment on energy conservation equipment : Nil

b) Technology Absorption

Your Company is not engaged in manufacturing activities, therefore there is no specific information to be furnished in this regard. Further, there was no expenditure incurred on Research and Development during the period under review.

c) Foreign Exchange Earnings and Outgo

The foreign exchange earnings and outgo are given below:

Total Foreign Exchange earned	:	Nil
Total Foreign Exchange used	:	Rs. 2.23 Crore

Directors' Responsibility Statement

Pursuant to the requirement under Section 134(3)(c) of the Act, it is hereby confirmed that:

- (a) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the loss of the Company for that period;
- (c) The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) The Directors had prepared the annual accounts on a going concern basis;
- (e) The Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- (f) The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Material Changes Affecting Financial Position

There are no material changes and commitments, affecting the financial position of the Company which has occurred between the end of the financial year of the Company i.e. March 31, 2019 and the date of the Directors' report i.e. May 29, 2019. However, the proposal of a composite scheme of amalgamation and arrangement and divestment of equity shares of Max Bupa Health Insurance Company Limited are explained in detail in subsequent paragraphs.

Proposed Composite Scheme of Amalgamation and Arrangement

The Board of Directors of the Company, at its meeting held on December 24, 2018, approved a composite scheme of amalgamation and arrangement amongst Max India Limited ("Max India" or 'the Company'), Max Healthcare Institute Limited ('Max Healthcare'), Radiant Life Care Private Limited ('Radiant Life') and a wholly owned subsidiary (WOS) of the Company to be incorporated for this purpose ('NewCo') and their respective shareholders and creditors ("Scheme").

After incorporation of NewCo namely Advaita Allied Health Services Limited ("Advaita"), the said scheme was revised and approved by the Board of directors of the Company on March 1, 2019, to inter-alia, include the details of Advaita in it.

The Scheme inter alia, provides for:

- (a) Demerger of the activity of making, holding and nurturing investments in allied health and associated activities, inter alia comprising of underlying investments of the Company in Max Bupa Health Insurance Co Limited and Antara Senior Living Limited, along with corporate management services (collectively known as "Demerged Undertaking 1") from the Company into Advaita. The shareholders of the Company as on record date (to be specified subsequently) shall be issued 1 Equity share of Rs. 10/- each of Advaita for every 5 equity shares of Rs.2/- each held in the Company. The shares of Advaita shall be listed on the stock exchanges post effectiveness of the Scheme;
- (b) Demerger of healthcare business of Radiant Life ("Demerged Undertaking 2") into Max Healthcare, pursuant to which shareholders of Radiant Life as on record date (to be specified subsequently) shall be issued 9074 equity shares of Max Healthcare of Rs.

10/- each, for every 10 equity shares, of Rs. 10/- each held in Radiant Life; and

- (c) Amalgamation of residual Max India (post demerger of the Demerged Undertaking 1), which comprises of healthcare activities (including its underlying investment in Max Healthcare) with Max Healthcare. The shareholders of the Company as on record date (to be specified subsequently) shall be issued 99 equity shares of Rs.10/- each of Max Healthcare for every 100 equity shares of Rs.2/- each held in Max India. The shares of Max Healthcare shall be listed on stock exchanges post effectiveness of the Scheme.

The aforesaid scheme has been contemplated to consolidate the healthcare business activities carried on by Radiant Life and Max Healthcare and thereby, creating a standalone listed entity, which will exclusively be engaged in healthcare activities. The scheme shall also lead to unlock maximum value for the shareholders of Max India and therefore, ensure standalone focus on the allied health and associated activities of Max India, which will be demerged into a separate company namely Advaita, to be listed on the Stock Exchanges.

The Scheme is subject to the receipt of requisite approvals from the statutory authorities including Security and Exchange Board India (SEBI), Stock Exchanges (NSE and BSE), Competition Commission of India (CCI), the Insurance Regulatory and Development Authority of India (IRDAI), the National Company Law Tribunal (NCLT), and respective shareholders and creditors of parties to the Scheme.

Shifting of Registered Office of the Company from the State of Punjab to Mumbai, Maharashtra

Arising from the Scheme of Amalgamation and Arrangement referred above and further, in order to exercise better administrative control and enable the Company to rationalize and streamline its management of affairs, the Board of Directors of the Company in its meeting held on December 24, 2018 has recommended the proposal for shifting of the Registered Office of the Company from the State of Punjab to Mumbai, State of Maharashtra.

In terms of the provisions of Section 12, 13, 110 and other applicable provisions of the Act and the Rules made thereunder, the aforesaid proposal of shifting of registered office has been approved by the members of the Company

with requisite majority through Postal Ballot/ e-voting on February 11, 2019.

The Company is in the process of filing the requisite application for seeking approval of Central Government in this regard.

Divestment of Equity Shares of Max Bupa Health Insurance Company

In-order to rebalance the portfolio of Company's businesses and keeping in view the 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, had 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 Salient features of the Proposed Transaction are as under

1. 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").
2. 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, if any 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.

3. 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.
4. 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.

Pursuant to the requirement of Regulation 24 of Listing Regulations, the shareholders of the Company had accorded approval by way of Special Resolution passed through Postal Ballot/e-voting on May 22, 2019, in respect of aforesaid divestment of equity shares of Max Bupa. The transaction will be completed on receipt of requisite approval from IRDAI.

Significant and material orders passed by the regulators or courts or tribunals

During the year under review, there were no significant and material orders passed by the regulators or courts or tribunals which could impact the going concern status and company's operations in future.

Unclaimed Shares

The status of unclaimed equity shares of the Company transferred to the demat account, 'Max India Limited -Unclaimed Suspense Account', in accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is as follows:

S. No.	Particulars	No. of shareholders	No. of equity shares held
1	Aggregate number of shareholders and the outstanding shares lying in the Unclaimed suspense account as on April 1, 2018	2257	500774
2	Number of shareholders who approached the Company (with complete documentation) during the year for transfer of shares from the Unclaimed Suspense Account	19	5530
3	Number of shareholders to whom shares were transferred during the year from the Unclaimed Suspense Account	19	5530
4	Aggregate number of shareholders and the outstanding shares lying in the Unclaimed Suspense Account as on March 31, 2019	2238	4, 95, 244

Voting rights in respect of the aforesaid 4, 95, 244 shares will remain frozen till the time such shares are transferred from the Unclaimed Suspense Account to the concerned Shareholders.

Cautionary Statement

Statements in this Report, particularly those which relate to Management Discussion and Analysis describing the Company's objectives, projections, estimates and expectations may constitute "forward looking statements" within the meaning of applicable laws and regulations. Actual results might differ materially from those either expressed or implied in the statement depending on the circumstances.

Acknowledgements

Your Directors acknowledge with thanks the co-operation and assistance received from various agencies of the Central and State Governments, Financial Institutions and Banks, Shareholders, Joint Venture partners and all other business associates. Your Directors would like to place on record their appreciation of the contribution made by its management and its employees who through their competence and commitment have enabled the Company to achieve impressive growth.

On behalf of the Board of Directors
Max India Limited

New Delhi
Date: May 29, 2019

Mohit Talwar
Managing Director
(DIN:02394694)

Ashok Kacker
Director
(DIN:01647408)

Annexure -1

Disclosure under SEBI (Share Based Employee Benefit) Regulations, 2014 and Rule 12(9) of Companies (Share Capital & Debentures) Rules, 2014 for the financial year 2018-19

- A. Relevant disclosures in terms of the 'Guidance note on accounting for employee share-based payments' issued by ICAI or any other relevant accounting standards as prescribed from time to time. : Please refer to Note no 27 of Standalone Financial Statements for the year ended March 31, 2019.
- B. Diluted EPS on issue of shares pursuant to all the schemes covered under the regulations shall be disclosed in accordance with 'Accounting Standard 20 - Earnings Per Share' issued by ICAI or any other relevant accounting standards as prescribed from time to time. : (0.69)
- C. Summary of status of ESOS granted:
- i. The description of Max India Employee Stock Plan 2016 is summarised as under:

S. No.	Particulars	Details				
1	Date of shareholders' approval	September 27, 2016				
2	Total number of options approved under ESOS	1, 33, 49, 199				
3	Vesting requirements	Vesting may be time based or performance based as determined by the Nomination and Remuneration Committee (NRC), from time to time.				
4	Exercise price or pricing formula	As determined by the NRC, from time to time.				
5	Maximum term of options granted	As determined by the NRC, subject to the compliance of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.				
6	Source of shares (primary, secondary or combination)	Primary				
7	Variation in terms of options	In February 11, 2019, NRC approved the acceleration of the vesting of the unvested options granted to Mr. Rahul Khosla as per revised graded vesting schedule detailed hereunder: <table border="1" data-bbox="768 1289 1258 1389"> <tr> <td>Total number of options</td> <td>4, 08, 308</td> </tr> <tr> <td>Immediate vesting on February 15, 2019</td> <td>4, 08, 308</td> </tr> </table>	Total number of options	4, 08, 308	Immediate vesting on February 15, 2019	4, 08, 308
Total number of options	4, 08, 308					
Immediate vesting on February 15, 2019	4, 08, 308					

- ii. Method used to account for ESOS: The Company has adopted intrinsic value method of Valuation.
- iii. Where the company opts for expensing of the options using the intrinsic value of the options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options shall be disclosed. The impact of this difference on profits and on EPS of the company shall also be disclosed. : Not Applicable

iv. Option movement during the year

Number of options outstanding at the beginning of the period	11, 52, 043
Number of options granted during the year	61, 200
Number of options forfeited / lapsed during the year	6, 65, 000
Number of options vested during the year	10, 08, 323
Number of options exercised during the year	2, 32, 573
Number of shares arising as a result of exercise of options	2, 32, 573
No. of options vested but not exercised	1, 16, 400
Money realized by exercise of options (INR), if scheme is implemented directly by the company	Rs. 4, 65, 146
Loan repaid by the Trust during the year from exercise price received	Not Applicable. The ESOP Plan is not administered by a trust.
Number of options outstanding at the end of the year	1, 99, 270

i. Weighted-average exercise prices and weighted-average fair values of options shall be disclosed separately for options whose exercise price either equals or exceeds or is less than the market price of the stock. : Weighted average exercise price and weighted average fair value of options exercised was Rs. 2/- and Rs.72.17 respectively.

ii. Employee wise details of options granted to -

a) Senior Managerial Personnel	Name	Mr. Mohit Talwar
	Designation	Managing Director
	Number of option granted during the year	61, 200
	Exercise Price	Rs.2
b) any other employee who receives a grant in any one year of option amounting to 5% or more of option granted during that year; and	The Company had granted options only to Mr. Mohit Talwar during the year under review.	
c) identified employees who were granted option during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant.	No employee of the Company was granted options during the year exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant.	

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

The weighted-average values of share price of option granted	Rs.82.09-82.21
Exercise price,	Rs. 2/-
Expected volatility,	35.67%
Expected option life,	3.00-4.00 years
Expected dividends,	Nil
Risk-free interest rate	7.21%-7.39%
Any other inputs to the model;	Nil
The method used and the assumptions made to incorporate the effects of expected early exercise;	Not Applicable
How expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility;	The calculation of expected volatility is based on historical stock prices. Volatility was calculated using standard deviation of daily change in stock price.
Whether and how any other features of the option grant were incorporated into the measurement of fair value, such as a market condition.	No other feature has been considered for fair valuation of options except as mentioned above.

Annexure 2

FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
As on financial year ended on March 31, 2019
Pursuant to Section 92 (3) of the Companies Act, 2013 ('the Act') and Rule 12(1) of the Company (Management & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS:

1	CIN	L85100PB2015PLC039155
2	Registration Date	01-01-2015
3	Name of the Company	Max India Limited
4	Category/ Sub-category of the Company	Public Company Limited by Shares; Indian Non-Government Company
5	Address of the Registered office & Contact details	419, Bhai Mohan Singh Nagar, Village Railmajra, Tehsil Balachaur, District Nawanshahr, Punjab - 144 533 Phone : 01881-462000 Fax : 01881-273607 E-mail : investorhelpline@maxindia.com
6	Whether listed company	Yes, Listed Company
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Mas Services Limited T-34, 2 nd Floor, Okhla Industrial Area Phase - II, New Delhi - 110020 Phone : 011- 26387281/82/83 Fax : 011 - 26387384 E-mail : info@masserv.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

Sr. No.	Name and Description of main products/services	NIC code of the product/services	%age of total turnover of the Company
1.	Shared Services	70200- Management Consultancy activities	83.41%
2.	Investment Activity	64300- Trusts, Funds and other Financial Vehicles	13.26%
3.	Investing in Subsidiaries	64200- Activities of Holding Companies	3.33%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

The Company doesn't have any Holding Company.

As on March 31, 2019, the Company has following Subsidiaries and Associate Companies:

Sl. No.	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1.	Max Bupa Health Insurance Company Limited Max House 1, Dr. Jha Marg, Okhla, New Delhi - 110 020.	U66000DL2008PLC182918	Subsidiary	51.00%	2 (87) of the Act.
2.	Antara Senior Living Limited Max House, 1, Dr. Jha Marg, Okhla, New Delhi - 110 020.	U74140DL2011PLC218781	Subsidiary	100%	2 (87) of the Act.

Sl. No.	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
3.	Antara Purukul Senior Living Limited Antara Senior Living Guniyal Gaon, P.O. Sinola Dehradun Dehradun, UR 248003	U74120UR1995PLC018283	Step down Subsidiary	100%	2 (87) of the Act.
4.	Antara Gurgaon Senior Living Limited. Max House 1, Dr. Jha Marg, Okhla New Delhi - 110 020.	U74140DL2012PLC244411	Step down Subsidiary	100%	2 (87) of the Act.
5.	Pharmax Corporation Limited Bhai Mohan Singh Nagar, Railmajra, Tehsil Balachaur Dist. Nawanshahr Punjab - 144 533	U24232PB1989PLC009741	Subsidiary	85.17%	2 (87) of the Act.
6.	Max Skill First Limited Max House, 1, Dr. Jha Marg, Okhla, New Delhi - 110 020.	U85199DL2003PLC119249	Subsidiary	100%	2 (87) of the Act.
7	Max One Distribution and Services Limited Max House 1, Dr. Jha Marg, Okhla New Delhi - 110 020.	U74140DL2013PLC254577	Step down Subsidiary	100%	2 (87) of the Act.
8.	Max Ateev Limited Max House 1, Dr. Jha Marg, Okhla New Delhi - 110 020.	U74899DL1994PLC060700	Subsidiary	100%	2 (87) of the Act.
9.	Max UK Limited Coveham House, Downside Bridge Road Cobham, Surrey KT11 3EP United Kingdom	NA	Subsidiary	100%	2 (87) of the Act.
10.	Advaita Allied Health Services Limited 167, Floor 1, Plot No. 167A, Ready Money Mansion, Dr. Annie Besant Road, Worly, Mumbai - 400018	U74999MH2019PLC320039	Subsidiary	100%	2 (87) of the Act.
11.	Max Healthcare Institute Limited 167, Floor 1, Plot No. 167A, Ready Money Mansion, Dr. Annie Besant Road, Worly, Mumbai - 400018	U72200DL2001PLC111313	Associate Company	49.70%	2 (6) of the Act.

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

A) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2018]				No. of Shares held at the end of the year [As on 31-March-2019]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	6287622	0	6287622	2.34	6287122	-	6287122	2.34	0.00
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	103667476	0	103667476	38.63	103667976	-	103667976	38.59	(0.04)
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A)	109955098	0	109955098	40.97	109955098	-	109955098	40.93	(0.04)
B. Public Shareholding									
1. Institutions	-	-	-	-	-	-	-	-	-
a) Mutual Funds	46922444	0	46922444	17.48	36434747	-	36434747	13.56	(3.92)
b) Banks / FI	83560	13250	96810	0.04	238692	13250	251942	0.09	0.05
c) Alternate Investment Funds	2004598	0	2004598	0.75	1536746	-	1536746	0.57	(0.18)
d) Central Govt	-	-	-	-	-	-	-	-	-
e) State Govt(s)	-	-	-	-	-	-	-	-	-
f) Venture Capital Funds	-	-	-	-	-	-	-	-	-
g) Insurance Companies	0	45750	45750	0.02	-	-	-	-	(0.02)
h) FIs	14929628	0	14929628	5.56	7259776	-	7259776	2.70	(2.86)
i) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
j) Foreign Portfolio Investors	50854176	0	50854176	18.95	63397427	-	63397427	23.60	4.65
k) Others (specify) FDI	8261049	0	8261049	3.08	8261049	0	8261049	3.08	0.00
Sub-total (B)(1):-	123055455	59000	123114455	45.87	117128437	13250	117141687	43.61	(2.26)
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	13616032	59251	13675283	5.10	9799086	58996	9858082	3.67	(1.43)
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 2 lakh	14985228	1468689	16453917	6.13	18675628	1133447	19809075	7.37	1.24
ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh	2090425	0	2090425	0.78	7549663	194292	7743955	2.88	2.10
iii) NBFC registered with RBI	-	-	-	-	14900	-	14900	0.01	0.01
c) Others (specify)									
Non Resident Indians	1179197	17295	1196492	0.45	1076780	16615	1093395	0.41	(0.04)
Overseas Corporate Bodies	518	0	518	0.00	518	0	518	0.00	0.00
Foreign Nationals	-	-	-	-	-	-	-	-	-
Clearing Members	283155	0	283155	0.11	1749375	-	1749375	0.65	0.54
Trusts	2400	0	2400	0.00	2400	-	2400	0.00	0.00

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2018]				No. of Shares held at the end of the year [As on 31-March-2019]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
Foreign Bodies - D R	-	-	-	-	-	-	-	-	-
Directors & their relatives	1611322	0	1611322	0.60	751909	-	751909	0.28	(0.32)
Unclaimed Suspense Account	-	-	-	-	495244	-	495244	0.18	0.18
Sub-total (B)(2):-	33768277	1545235	35313512	13.16	40115503	1403350	41518853	15.46	2.30
Total Public Shareholding (B)=(B)(1)+ (B)(2)	156823732	1604235	158427967	59.03	157243940	1416600	158660540	59.07	0.04
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	266778830	1604235	268383065	100.00	267199038	1416600	268615638	100.00	0.00

B) Shareholding of Promoter

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year [As on 31-March-2018]			Shareholding at the end of the year [As on 31-March-2019]			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Mr. Analjit Singh	5876789	2.19	0.00	5876789	2.19	0.00	0.00
2	Mrs. Neelu Analjit Singh	100000	0.04	0.00	100000	0.04	0.00	0.00
3	Ms. Piya Singh	110333	0.04	0.00	110333	0.04	0.00	0.00
4	@Mr. Veer Singh	100500	0.04	0.00	100000	0.04	0.00	0.00
5	Ms. Tara Singh Vachani	100000	0.04	0.00	100000	0.04	0.00	0.00
6	Liquid Investment & Trading Co. P. Ltd	23818876	8.87	95.77	200000	0.07	100.00	(8.80)
7	Mohair Investment & Trading Co. (P) Ltd.	13690570	5.10	0.00	0	0	0.00	(5.10)
8	*Max Ventures Investment Holdings Private Ltd.	66158030	24.65	98.94	103467976	38.52	87.19	13.87

@ sold 500 shares to Max Ventures Investment Holdings Private Limited (promoter entity) through open market

* Pursuant to Composite Scheme of Amalgamation and Arrangement approved by the Hon'ble National Company Law Tribunal, New Delhi vide its order pronounced on September 10, 2018, Liquid Investment & Trading Company Private Limited and Mohair Investment & Trading Company Private Limited, both entities were part of Promoter Group merged with Max Ventures Investment Holdings Private Limited, another promoter group entity. The certified copy of the said order was received on September 14, 2018 which was submitted with the Registrar of Companies, NCT of Delhi and Haryana on September 28, 2018. The shares from the demat account of Mohair Investment & Trading Company Private Limited has been transferred into the demat account of Max Ventures Investment Holdings Private Limited pursuant to the aforesaid Scheme and the transfer of equity shares from the demat account of Liquid Investment & Trading Company Private Limited to Max Ventures Investment Holdings Private Limited is under process.

C) Change in Promoters' Shareholding (please specify, if there is no change)

SN	Particulars	Shareholding at the beginning of the year[As on 31-March-2018]		Cumulative Shareholding during the year[As on 31-March-2019]	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Mr. Analjit Singh				
	At the beginning of the year	58,76,789	2.19	-	-
	Increase / Decrease in Shareholding during the year	-	-	-	-
	At the end of the year	-	-	58,76,789	2.19
2.	Mrs. Neelu Analjit Singh				
	At the beginning of the year	100,000	0.04	-	-
	Increase / Decrease in Shareholding during the year	-	-	-	-
	At the end of the year	-	-	100,000	0.04
3.	Ms. Piya Singh				
	At the beginning of the year	110333	0.04	-	-
	Increase / Decrease in Shareholding during the year	-	-	-	-
	At the end of the year	-	-	110,333	0.04
4.	Mr. Veer Singh				
	At the beginning of the year	100500	0.04	-	-
	Increase / Decrease in Shareholding during the year @04.09.2018	(500)	0.00	100,000	0.04
	At the end of the year	-	-	100,000	0.04
5.	Ms. Tara Singh Vachani				
	At the beginning of the year	100,000	0.04	-	-
	Increase / Decrease in Shareholding during the year	-	-	-	-
	At the end of the year	-	-	100,000	0.04
6.	Liquid Investment & Trading Co. Pvt. Ltd				
	At the beginning of the year	2,38,18,876	8.87	-	-
	Increase / Decrease in Shareholding during the year (Shares transferred to Max Ventures Investment Holdings Pvt. Ltd., pursuant to Scheme of Amalgamation and Arrangement explained above.)	(2,36,18,876)	8.80	-	-
	At the end of the year	-	-	2,00,000	0.07
7.	Mohair Investment & Trading Company Pvt. Ltd.				
	At the beginning of the year	1,36,90,570	5.10	-	-
	Increase / Decrease in Shareholding during the year (Shares transferred to Max Ventures Investment Holdings Pvt. Ltd., pursuant to Scheme of Amalgamation and Arrangement explained above.)	(1,36,90,570)	5.10	0	0.00
	At the end of the year	-	-	0	0.00

SN	Particulars	Shareholding at the beginning of the year [As on 31-March-2018]		Cumulative Shareholding during the year [As on 31-March-2019]	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
8.	Max Ventures Investment Holdings Pvt. Ltd				
	At the beginning of the year	6, 61, 58, 030	24.65	-	-
	Increase / Decrease in Shareholding during the year 04.09.2018 (Shares acquired from Liquid Investment & Trading Co. Pvt. Ltd and Mohair Investment & Trading Company Pvt. Ltd, pursuant to Scheme of Amalgamation and Arrangement explained above.)	5003, 73, 09, 446	0.0013.89	6, 61, 58, 53010, 34, 67, 976	24.6538.54
	At the end of the year	-	-	10, 34, 67, 976	38.52

@ sold shares to Max Ventures Investment Holdings Private Limited (promoter entity) through open market

**D) Shareholding Pattern of top ten Shareholders:
(Other than Directors, Promoters and Holders of GDRs and ADRs):**

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year [As on 31-March-2018]		Cumulative Shareholding during the Year [As on 31-March-2019]	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Reliance Capital Trustee Company Limited				
	At the beginning of the year	14601201	5.44	-	-
	Increase / Decrease in Shareholding during the year				
	06.07.2018	605207	0.22	15206408	5.66
	13.07.2018	1163811	0.43	16370219	6.09
	20.07.2018	273620	0.10	16643839	6.19
	27.07.2018	90009	0.03	16733848	6.22
	03.08.2018	72000	0.03	16805848	6.25
	10.08.2018	671062	0.25	17476910	6.50
	17.08.2018	105430	0.04	17582340	6.54
	24.08.2018	38836	0.01	17621176	6.55
	31.08.2018	554500	0.21	18175676	6.76
	14.09.2018	200000	0.07	18375676	6.83
	28.09.2018	110200	0.04	18485876	6.87
	07.12.2018	673629	0.25	19159505	7.12
	21.12.2018	500000	0.19	19659505	7.31
	28.12.2018	(83398)	0.03	19576107	7.28
	25.01.2019	(839645)	0.30	18736462	6.98
	01.03.2019	(1367400)	0.51	17369062	6.47
	At the end of the year	-	-	17369062	6.47

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year [As on 31-March-2018]		Cumulative Shareholding during the Year [As on 31-March-2019]	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
2.	WF Asian Reconnaissance Fund Limited				
	At the beginning of the year	10160664	3.79	-	-
	Increase / Decrease in Shareholding during the year				
	01.06.2018	217855	0.08	10378519	3.87
	08.06.2018	152577	0.06	10531096	3.93
	03.08.2018	4000413	1.48	14531509	5.41
	10.08.2018	1200000	0.44	15731509	5.85
	17.08.2018	43832	0.02	15775341	5.87
	24.08.2018	1425755	0.53	17201096	6.40
	At the end of the year	-	-	17201096	6.40
3.	@Kotak Mahindra (International) Limited				
	At the beginning of the year	2315989	0.86	-	-
	Increase / Decrease in Shareholding during the year				
	28.12.2018	275638	0.10	2591627	0.96
	31.12.2018	512319	0.19	3103946	1.15
	18.01.2019	32344	0.01	3136290	1.16
	25.01.2019	658337	0.24	3794627	1.40
	08.02.2019	6386	0.00	3801013	1.40
	15.02.2019	401445	0.15	4202458	1.55
	22.02.2019	1408834	0.52	5611292	2.07
	01.03.2019	1235000	0.46	6846292	2.53
	15.03.2019	2000000	0.75	8846292	3.28
	22.03.2019	1391556	0.52	10237848	3.80
	29.03.2019	1159603	0.44	11397451	4.24
	At the end of the year	-	-	11397451	4.24
4.	UTI - Core Equity Fund				
	At the beginning of the year	8726614	3.25	-	-
	Increase / Decrease in Shareholding during the year				
	13.04.2018	100000	0.04	8826614	3.29
	27.04.2018	184268	0.07	9010882	3.36
	18.05.2018	117705	0.04	9128587	3.40
	31.08.2018	200000	0.07	9328587	3.47
	28.09.2018	185038	0.07	9513625	3.54
	At the end of the year	-	-	9513625	3.54
5.	International Finance Corporation				
	At the beginning of the year	8264481	3.08	-	-
	Increase / Decrease in Shareholding during the year				
	23.11.2018	(2042)	0.00	8262439	3.08
	30.11.2018	(1390)	0.00	8261049	3.08
	At the end of the year	-	-	8261049	3.08

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year [As on 31-March-2018]		Cumulative Shareholding during the Year [As on 31-March-2019]	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
6.	HDFC Life Insurance Company Limited				
	At the beginning of the year	10164686	3.79	-	-
	Increase / Decrease in Shareholding during the year				
	24.08.2018	(211483)	0.08	9953203	3.71
	21.12.2018	(488517)	0.18	9464686	3.53
	28.12.2018	(403000)	0.15	9061686	3.38
	31.12.2018	(2551)	0.00	9059135	3.38
	04.01.2019	(54391)	0.02	9004744	3.36
	11.01.2019	(40058)	0.01	8964686	3.35
	25.01.2019	(26814)	0.01	8937872	3.34
	01.02.2019	(104091)	0.04	8833781	3.30
	15.02.2019	(500000)	0.19	8333781	3.11
	01.03.2019	(520599)	0.20	7813182	2.91
	08.03.2019	(8966)	0.00	7804216	2.91
	15.03.2019	(39630)	0.01	7764586	2.90
	22.03.2019	(426404)	0.17	7338182	2.73
	29.03.2019	(28876)	0.01	7309306	2.72
	At the end of the year	-	-	7309306	2.72
7.	Doric Asia Pacific Small Cap (Mauritius) Limited				
	At the beginning of the year	5185546	1.93	-	-
	Increase / Decrease in Shareholding during the year				
	21.12.2018	300000	0.11	5485546	2.04
	28.12.2018	150000	0.06	5635546	2.10
	31.12.2018	280000	0.10	5915546	2.20
	04.01.2019	24768	0.01	5940314	2.21
	11.01.2019	1117058	0.42	7057372	2.63
	At the end of the year	-	-	7057372	2.63
8.	Target Value Fund				
	At the beginning of the year	6086172	2.27	-	-
	Increase / Decrease in Shareholding during the year				
	27.07.2018	(163733)	0.06	5922439	2.21
	03.08.2018	(165783)	0.06	5756656	2.15
	10.08.2018	(373050)	0.14	5383606	2.01
	24.08.2018	(18205)	0.00	5365401	2.01
	31.08.2018	(147105)	0.05	5218296	1.96
	07.09.2018	(42177)	0.01	5176119	1.91
	14.09.2018	(116000)	0.04	5060119	1.87
	21.09.2018	(8000)	0.00	5052119	1.87
	28.09.2018	296512	0.11	5348631	1.98
	12.10.2018	303000	0.11	5651631	2.09
	26.10.2018	120908	0.05	5772539	2.14
	30.11.2018	596769	0.22	6369308	2.36
	07.12.2018	400000	0.15	6769308	2.51
	14.12.2018	37561	0.01	6806869	2.52
	21.12.2018	35459	0.01	6842328	2.53
	01.02.2019	(900000)	0.34	5942328	2.19
	08.02.2019	(120000)	0.04	5822328	2.15
	01.03.2019	135000	0.05	5957328	2.20
	08.03.2019	96729	0.04	6054057	2.24
	15.03.2019	350000	0.14	6404057	2.38
	22.03.2019	47422	0.02	6451479	2.40
	29.03.2019	346559	0.13	6798038	2.53
	At the end of the year	-	-	6798038	2.53

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year [As on 31-March-2018]		Cumulative Shareholding during the Year [As on 31-March-2019]	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
9.	L&T Mutual Fund Trustee Ltd				
	At the beginning of the year	10794000	4.02	-	-
	Increase / Decrease in Shareholding during the year				
	11.05.2018	100000	0.04	10894000	4.06
	18.05.2018	139403	0.05	11033403	4.11
	08.06.2018	25000	0.01	11058403	4.12
	22.06.2018	107685	0.04	11166088	4.16
	29.06.2018	321112	0.12	11487200	4.28
	13.07.2018	233683	0.09	11720883	4.37
	20.07.2018	5544	0.00	11726427	4.37
	27.07.2018	455000	0.17	12181427	4.54
	03.08.2018	89358	0.03	12270785	4.57
	08.03.2019	(1885900)	0.70	10384885	3.87
	15.03.2019	(2326500)	0.87	8058385	3.00
	22.03.2019	(347153)	0.13	7711232	2.87
	29.03.2019	(1092859)	0.41	6618373	2.46
	At the end of the year	-	-	6618373	2.46
10.	New York Life Insurance Company				
	At the beginning of the year	5154105	1.92	-	-
	Increase / Decrease in Shareholding during the year	-	-	-	-
	At the end of the year	-	-	5154105	1.92
11.	#DSP Blackrock Small Cap Fund				
	At the beginning of the year	4949346	1.84	-	-
	Increase / Decrease in Shareholding during the year				
	06.04.2018	(380339)	0.14	4569007	1.70
	13.04.2018	(147611)	0.05	4421396	1.65
	20.04.2018	(139383)	0.05	4282013	1.60
	27.04.2018	(104007)	0.04	4178006	1.56
	11.05.2018	(2618150)	0.98	1559856	0.58
	18.05.2018	(166664)	0.06	1393192	0.52
	25.05.2018	(29000)	0.01	1364192	0.51
	01.06.2018	(17221)	0.00	1346971	0.51
	15.06.2018	(17012)	0.00	1329959	0.51
	06.07.2018	(1329959)	0.51	0	0.00
	At the end of the year	-	-	0	0.00

@ become member w.e.f. December 21, 2018

ceased to be a member w.e.f. July 6, 2018

E) Shareholding of Directors and Key Managerial Personnel:

Sl. No	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year [As on 31-March-2018]		Cumulative Shareholding during the year [As on 31-March-2019]	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Mr. Mohit Talwar, Managing Director				
	At the beginning of the year	2,87,186	0.10	-	-
	Increase / Decrease in Shareholding during the year @05.04.2018	28,281	0.01	3,15,467	0.11
	At the end of the year	-	-	3,15,467	0.11
2.	Mr. Rahul Khosla, Director				
	At the beginning of the year	10,86,986	0.41	-	-
	Increase / Decrease in Shareholding during the year #23.01.2019 @19.03.2019	(10,86,986) 1,94,292	0.41 0.07	0 1,94,292	0.00 0.07
	At the end of the year	-	-	1,94,292	0.07
3.	Mr. Ashwani Windlass, Director				
	At the beginning of the year	1,62,850	0.06	-	-
	Increase / Decrease in Shareholding during the year	-	-	-	-
	At the end of the year	-	-	1,62,850	0.06
4.	Ms. Tara Singh Vachani, Director				
	At the beginning of the year	100,000	0.04	-	-
	Increase / Decrease in Shareholding during the year	-	-	-	-
	At the end of the year	-	-	100,000	0.04
5.	\$Mr. K. Narasimha Murthy, Independent Director				
	At the beginning of the year	-	-	5,000	0.00
	Increase / Decrease in Shareholding during the year	-	-	-	-
	At the end of the year	-	-	5,000	0.00
6.	Mr. Jatin Khanna - CFO				
	At the beginning of the year	16,750	0.00	0	0
	Increase / Decrease in Shareholding during the year @05.04.2018	5,000	0.00	21,750	0.00
	At the end of the year	-	-	21,750	0.00
7.	Mr. V. Krishnan - CS				
	At the beginning of the year	15,100	0.00	-	-
	Increase / Decrease in Shareholding during the year @05.04.2018	5,000	0.00	20,100	0.00
	At the end of the year	-	-	20,100	0.00

@ Allotment of equity shares under ESOP Scheme of the Company

Sale of equity shares through open market

\$ Appointed as an Independent Director effective December 24, 2018

- V) **INDEBTEDNESS** -Indebtedness of the Company including interest outstanding / accrued but not due for payment. :
NIL

	Secured Loans excluding deposits & Working Capital Limits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-
Change in Indebtedness during the financial year				
* Addition	-	-	-	-
* Reduction	-	-	-	-
Net Change	-	-	-	-
Indebtedness at the end of the financial year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

A. Remuneration to Managing Director, Whole-time Directors and / or Manager:

S. N.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount (Rs.)
		Mr. Mohit Talwar, MD	
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	1, 78, 23, 674	1, 78, 23, 674
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961 except stock options	39, 600	39, 600
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-
2	Stock Option [^]	23, 19, 042	23, 19, 042
3	Sweat Equity	-	-
4	Commission	-	-
	- as % of profit		
	- others, specify...		
5	Others:		
	- Company Contribution to PF	-	-
	- Medical Remibursements	-	-
	- Medical Insurance Premium	-	-
	- Personal Accident Insurance Premium	-	-
	Total (A)	2, 01, 82, 316	2, 01, 82, 316
	Ceiling as per the Act		NA

[^] Perquisite value of stock options exercised during the year.

B. Remuneration (sitting fees) to other directors:

SN.	Particulars of Remuneration	Name of Directors							Total Amount (Rs.)
		Mr. Rahul Khosla (NED)	Mrs. Tara Singh Vachani (NED)	Mr. K. Narasimha Murthy (ID)	Mr. Ashok Kacker (ID)	Mr. Dinesh Kumar Mittal (ID)	Mrs. Sharmila Tagore (ID)	Mr. Ashwani Windlass (NED)	
1	Independent Directors:								
	Fee for attending board committee meetings	--	--	2,00,000	33,00,000	27,00,000	1,00,000	--	63,00,000
	Commission	--	--	--	--	--	--	--	-
	Others, please specify	--	--	--	--	--	--	--	--
	Total (1)	--	--	2,00,000	33,00,000	27,00,000	1,00,000	--	63,00,000
2	Other Non-Executive Directors:								
	Fee for attending board committee meetings	17,00,000	7,00,000	--	--	--	--	18,00,000	42,00,000
	Commission	--	--	--	--	--	--	--	--
	Others, please specify	--	--	--	--	--	--	--	--
	Total (2)	17,00,000	7,00,000	--	--	--	--	18,00,000	42,00,000
	Total Remuneration	17,00,000	7,00,000	2,00,000	33,00,000	27,00,000	1,00,000	18,00,000	1,05,00,000

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

SI No.	Particulars of Remuneration	Name of MD/WTD/ Manager			Total Amount (Rs.)
		CEO	Mr. V. Krishnan CS	Mr. Jatin Khanna CFO	
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	1,27,95,240	99,69,613	2,27,64,853
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961 except stock options	-	32,400	39,600	72,000
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-	-
2	Stock Option [^]	-	27,51,950	27,51,950	55,03,900
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	- as % of profit				
	- others, specify...				
5	Others:				
	- Company Contribution to PF	-	4,55,931	4,24,320	8,80,251
	- Medical Rembursement		-	-	-
	- LTA		-	85,000	85,000
	- Medical Insurance Premium				
	- Personal Accident Insurance Premium		460	460	920
	Total (A)	-	1,60,35,981	1,32,70,943	2,93,06,924

[^] Perquisite value of stock options exercised during the year.

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty					
Punishment				None	
Compounding					
B. DIRECTORS					
Penalty					
Punishment				None	
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment				None	
Compounding					

Annexure 3

Form AOC-1
(Pursuant to first proviso to sub section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)
Statement containing salient features of the Financial Statement of subsidiaries / associate companies / joint ventures
Part "A" - Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in Rs)

Sl. No.	Name of Subsidiary Company	Reporting period for the subsidiary concerned	Reporting Currency and Exchange rate as on the last date of relevant financial year in the case of foreign subsidiaries	Share Capital	Reserves & Surplus	Total Assets	Total Liabilities	Investments	Turnover	Profit before taxation	Provision for taxation	Profit after taxation	Proposed Dividend	% of Shareholding
1	Max Bupa Health Insurance Co. Ltd.	31.03.2019	INR	98,100.00	(71,854.34)	99,949.60	73,703.94	81,557.43	71,505.21	(4,838.68)	-	(4,838.68)	-	51.00%
2	Pharmax Corporation Ltd	31.03.2019	INR	555.92	1,967.46	4,400.37	1,876.99	828.41	1,799.32	1,109.08	(38.57)	1,147.65	-	85.17%
3	Max Ateev Ltd	31.03.2019	INR	3,144.36	(3,858.64)	1.45	715.72	-	-	(20.21)	-	(20.21)	-	100.00%
4	Max Skill First Ltd	31.03.2019	INR	969.50	(1,727.17)	2,739.74	3,497.40	9.07	5,288.50	(171.90)	80.66	(252.56)	-	100.00%
5	Max One Distribution and Services Ltd	31.03.2019	INR	560.00	(529.95)	32.34	2.29	-	2.39	(0.60)	0.00	(0.60)	-	100.00%
6	Antara Senior Living Ltd	31.03.2019	INR	32,916.42	(6,382.30)	26,989.26	455.15	159.58	86.03	(1,815.85)	-	(1,815.85)	-	100.00%
7	Antara Purukul Senior Living Ltd	31.03.2019	INR	25,882.71	(19,575.25)	37,465.32	31,157.86	143.09	6,421.98	(2,894.44)	-	(2,894.44)	-	100.00%
8	Antara Gurgaon Senior Living Ltd	31.03.2019	INR	5.00	(3.60)	1.88	0.49	-	-	(1.11)	-	(1.11)	-	100.00%
9	Max UK Ltd	31.03.2019	1 GBP = 90.47 INR	213.00	(42.20)	182.57	11.77	-	57.70	5.28	1.04	4.24	-	100.00%

Note:

The Company is in process of divestment of its entire shareholding in Max Bupa Health Insurance Company Limited (Max Bupa). Therefore, Investment of the Company in Max Bupa has been classified as held for sale in the standalone financial statements and disclosed as discontinuing operations in the consolidated financial statements. Further, figures of Max Bupa as give above, are as per IRDA financials.

Part "B" - Associates and Joint Ventures**Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures
(Amt in Rs Lacs)**

Name of Associates/Joint Ventures	Max Healthcare Institute Ltd
(1) Latest audited Balance Sheet date	31-Mar-19
(2) Shares of Associates/Joint Ventures held by the company on the year end	266, 997, 937 equity shares of Rs. 10/- each fully paid-up
Amount of Investment in Associates/Joint Ventures	70, 569.55
Extend of Holding %	49.70%
(3) Description of how there is significant influence	Max India Ltd. holds 49.70% of share capital in Max Healthcare Institute Ltd.
(4) Reason why the associate/joint venture is not consolidated	NA
(5) Networth attributable to Shareholding as per latest audited Balance Sheet (as per MHIL Consolidated Financials)	47, 869.29
(6) Profit/Loss for the year	(19.02)
i. Considered in Consolidation	(9.45)
ii. Not Considered in Consolidation	(9.57)

1. Names of associates or joint ventures which are yet to commence operations : **Nil**

2. Names of associates or joint ventures which have been liquidated or sold during the year : **Nil**

For and on behalf of the Board of Directors of Max India Limited

Mohit Talwar
(Managing Director)
DIN - 02394694

Ashok Brijmohan Kacker
(Director)
DIN - 01647408

Jatin Khanna
(Chief Financial Officer)

V. Krishnan
(Company Secretary)

Place: Gurugram
Date: May 29, 2019

Place: New Delhi
Date: May 29, 2019

Dividend Distribution Policy

Background:

As per Regulation 43A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Regulations"), the top five hundred listed entities based on the market capitalization (calculated as on March 31, of every financial year) shall formulate a dividend distribution policy which shall be disclosed in their annual reports and on their websites.

Max India Limited being one out of top 500 listed entities based on market capitalization as on March 31, 2017 has formulated a dividend distribution policy as approved by the Board of Directors of the Company.

Objective:

The objective of the Dividend Distribution Policy ("the policy") is to broadly specify the external and internal factors including financial parameters that shall be considered while declaring dividend. The policy is broadly in line with the provisions of the Companies Act, 2013 and SEBI Regulations ("applicable laws") read with the relevant clauses of the Articles of Association of the Company, to the extent applicable.

The policy establishes the principles to ascertain amounts that can be distributed to equity shareholders as dividend by the Company as well as enable the Company strike balance between pay-out and retained earnings, in order to address future needs of the Company.

The Company currently has no other class of shares. Therefore, dividend declared will be distributed amongst all equity shareholders, based on their shareholding on the record date.

Dividends will generally be recommended by the Board once a year, after the announcement of the full year results and before the Annual General Meeting (AGM) of the shareholders. The Board may also declare interim dividends as may be permitted as per the applicable laws.

The profits being retained in the business shall be continued to be deployed in the Company and thus contributing to the

growth to the business and operations of the Company. The Company stands committed to deliver sustainable value to all its stakeholders.

Parameters for declaration of Dividend

Internal Factors / Financial Parameters The Board of Directors of the Company would consider the following financial parameters and factors before declaring or recommending dividend to shareholders:

- Operating cash flow of the Company
- Profits earned during the year
- Profits available for distribution
- Earnings Per Share (EPS)
- Dividend, if any, declared by Subsidiary / Associate Company (ies).
- Working capital requirements
- Capital expenditure requirement
- Business expansion and growth
- Likelihood of crystalization of contingent liabilities, if any
- Additional investment in subsidiaries and associates of the company
- Creation of contingency fund
- Acquisition of brands and business
- Cost of Borrowing
- Past dividend payout ratio / trends

External Factors

- Economic environment
- Statutory provisions and guidelines
- Dividend pay out ratios of companies in the same industry

Circumstances under which the shareholders may or may not expect Dividend

The Company shall not recommend dividend if it is of the opinion that it is financially not prudent to

do so. The shareholders of the Company may not expect Dividend under the following circumstances:

- In case the Company is undertaking significant expansion which would require higher allocation of resources
- If the Company requires significant amount of working capital to fund its future growth
- In case the Company proposes to utilise surplus cash for buy back of securities
- Whenever the Company undertakes any acquisitions or joint ventures requiring significant allocation of capital or in case the company expands its stake in any of these entities
- In the event of inadequacy of profits or whenever the Company has incurred losses

The Company may declare dividend out of the profits of the Company for the year or out of the profits for any previous year(s) or out of the free reserves available for distribution of Dividend, after having due regard to the parameters laid down in this Policy.

Modification of the Policy

The Board of Directors is authorised to change/amend this policy from time to time at its sole discretion and/or in pursuance of any amendments made in the applicable laws.

Disclosure:

The policy will be available on the Company's website and will also be disclosed in the Company's annual report.

Appointment criteria, qualification & remuneration policy in terms of section 178 of the companies act, 2013 (“the act”) and listing (obligations and disclosure requirements) regulations, 2015 (“Listing Regulations”)

Preamble

In terms of Section 178 of the Act and Regulation 19_of Listing Regulations and amendments thereto, the Nomination & Remuneration Committee (“NRC”) shall formulate the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a Policy, relating to the remuneration for the Directors, Key Managerial Personnel (“KMP”), Senior Management and other employees.

Appointment Criteria and Qualification

It is the responsibility of the NRC to develop competency requirements for the Board based on the industry and strategy of the Company. For this purpose, the NRC shall identify and ascertain the integrity, qualification, expertise and experience of the proposed appointee, conduct appropriate reference checks and due diligence before recommending him /her to the Board.

For the appointment of KMPs [other than Managing Director/ Whole time Director/Manager/CEO], Senior Management and other employees, a person should possess adequate qualification, expertise and experience for the position, he / she is considered for the appointment.

In terms of amended Listing Regulations, Senior management shall mean officers/personnel of the Company who are members of its core management team excluding board of directors and normally this shall comprise all members of management one level below the chief executive officer/ managing director/ whole time director/manager (including chief executive officer/manager, in case they are not part of the board) and shall specifically include company secretary and chief financial officer.

Remuneration Policy

The remuneration policy of the Company is aimed at rewarding the performance, based on review of achievements on a regular basis and is in consonance with the existing industry practice. This Policy has been adopted in accordance with the requirements of Section 178 of the Act with

respect to the appointment and remuneration of the Directors, Key Managerial Personnel and Senior Management.

Objective

Attract, motivate, and retain key talent by enabling sustenance of a high performance culture with differentiated rewards for high performers who live by the values of the Company.

The policy reflects the Company’s objectives for good corporate governance as well as sustained long term value creation for shareholders.

Applicability

This Policy applies to full time employees of the Company including KMPs, Senior Management and Executive Directors.

Guiding principle

Our compensation programs, practices and policies are reviewed and re-evaluated periodically.

Remuneration linked to level of job responsibility, individual performance and company performance

- At higher levels of responsibility where direct imprint on business results and strategy is higher an increasing proportion of pay will be linked to business performance and creation of shareholder value.
- Strong differentiation in fixed pay increases and variable pay for top performers
- With a view to balancing the twin objectives of pay-for-performance and retention, the programs would ensure retention and motivation of high performers

Balance long-term focus linked to shareholder value and short-term financial objectives.

- Equity-based remuneration would be higher for those

at higher levels of responsibility and influence on long-term results

- Annual variable pay as a reward for achievement of short-term performance goals that support and ensure long-term success

Reflect value of job in the marketplace.

- Remain competitive with the pay of other employers who compete with us for talent in the relevant markets to attract and retain a highly skilled workforce
 - **Fixed Pay increase** : Top performers would receive 1.5 to 2 times the increase awarded to performers who meet expectations
 - **Annual Variable Pay** : Top performers would receive 2 times the rate of variable pay for performers who meet expectations
 - **Award of Long Term Incentives / ESOPs** : Taking into account individual performance, potential, criticality of the role / individual for the Company, relative market worth & assessed retention value, inputs from the management team, the MD would recommend award of ESOPs

Performance Management & Remuneration

- Remuneration decisions are based on the outcomes of the annual performance review process, based on the G & M framework. The performance evaluation process has four key steps - Self Evaluation, Manager Evaluation, Potential / Readiness Assessment and Developmental Planning
- Performance is assessed at two levels - Goals (G Review) and Competencies (M Review)

- G Rating determines Variable Pay, M Rating determines Fixed Pay increase

- Performance ratings are normalized in cohorts to adhere to an overall normal distribution

Potential, Development & Readiness

- Performance Review, Career Aspirations - Feb. / March
 - o Individual and manager discussions
- Multi rater feedback - July
 - o Feedback for individuals using a 360 survey process once in 2 years
 - o Annual Engagement survey providing feedback on organization and people managers
- Development Planning & Mid-year performance review - Sept.
 - o Basis performance review discussions, inputs from Hogan assessment & 360 feedback
 - o Organization wide Talent and Succession planning & review - Oct. / Nov.
 - o In depth functional planning & review including inputs from 360, engagement survey, supervisor, peer feedback, development planning
 - o Organization wide consolidation
- The above is a key input for the annual & long term strategic business planning in Dec./Jan.

Report on Corporate Social Responsibility (CSR) Activities

1. A Brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the weblink to the CSR policy and project or programs.

The Board of Directors has adopted a CSR policy as recommended by the Corporate Social Responsibility Committee. The CSR Policy comprises Vision and Mission Statement, philosophy and objectives. It also explains the governance structure along with clarity on each one's roles and responsibilities. The same can be viewed at <https://goo.gl/wDNBZ8>

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

2. The Composition of the CSR Committee.

The CSR Committee as on March 31, 2019 comprised of Mr. Ashok Kacker and Mr. Dinesh Kumar Mittal, Independent Directors and Mrs. Tara Singh Vachani, Non-executive Director.

3. Average net profit of the Company for last three financial years: Rs.1247 Lakhs

4. Prescribed CSR Expenditure (two per cent. of the amount as in item 3 above) :

Rs.25 Lakhs for the financial year ended March 31, 2019.

5. Details of CSR spent during the financial year 2018-19:

- a) Total amount to be spent for the financial year 2018-19 : Rs. 25Lakhs
- b) Amount unspent, if any: Nil
- c) Manner in which the amount spent during the financial year is detailed below :

Sl. No.	CSR project or Activity identified	Sector in which the project is covered	Projects or Programs (1) Local area or Other (2) Specify the State and district where projects or programs were undertaken	Amount outlay (budget) project or programs wise (Rs. Lakhs)	Amount spent on the projects or programs Sub-heads: (Rs. Lakhs)		Cumulative expenditure upto to the reporting period	Amount spent: Direct or through implementing agency
					Direct expenditure on Project/ Programme	Overheads		
1	Health Centre - <ul style="list-style-type: none"> • Health Awareness • Maintenance of toilets made by MIF • Cleanliness and upkeep of school • Maintenance of solar lights installed by MIF 	Healthcare	Purkul Village- Dehradun, Uttarakhand	5.75	5.75	Nil	5.75	Max India Foundation (MIF)
2	NGO work on Healthcare Platform- <ul style="list-style-type: none"> • Health Camps and counseling sessions • Nutrition Support to children of Purkal Youth Development Society and John Martyn Memorial School 	Healthcare	Chandrothi Village, Dehradun Uttarakhand	19.25	19.25	Nil	19.25	
TOTAL				25.00	25.00	NIL	25.00	

6. In case the Company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the Company shall provide the reasons for not spending the amount in its Board report : Not Applicable as the contribution made for CSR was already spent.

7. Responsibility statement:

The CSR Committee of Max India Limited do confirm that the Company has implemented and monitored the CSR policy in compliance with its CSR objectives.

Mohit Talwar
Managing Director
DIN: 02394694

Ashok Kacker
Chairman of CSR Committee
DIN: 01647408

May 29, 2019
New Delhi

**PARTICULARS OF EMPLOYEES
INFORMATION AS PER SECTION 197 OF THE COMPANIES ACT, 2013 READ WITH THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014 AND FORMING PART OF THE DIRECTORS' REPORT
FOR THE YEAR ENDED March 31, 2019**

Sr. No.	Name	Age (Yrs.)	Designation	Nature of duties	Remuneration (In Rs.)	Qualification	Date of Commencement of employment	Experience (Yrs.)	Last Employment Held		Position held
										Organisation	
Details of top ten employees in terms of remuneration, includes all employees who were in receipt of remuneration of (A) Rs. 102, 00, 000/- per annum or more or (B.) Rs.8, 50, 000/- per month or more, if employed for part of the year											
A. Employed throughout the year											
1	Chadha Pradeep Pal	52	Dy. Director - Finance & Treasury	Finance & Treasury	8, 608, 802	B. Com (Hons) LLB, CA	15.01.2016	25	Max Financial Services Limited (formerly known as Max India Limited)	Deputy Director- Finance & Treasury	
2	Dwarakanath Patnam	72	Head - Group Human Capital	Group Human Resources	35, 309, 503	B. Sc., LLB, PGDM (PM & IR)	15.01.2016	49	Max Financial Services Limited (formerly known as Max India Limited)	Director - Group Human Capital	
3	Hoskote, Prashant	53	Senior Director - Quality & Service Excellence	Quality & Service Excellence	17, 973, 133	BSc., Diploma in Computer Science & Management, Certified Trainer & Facilitator from the Juran Institute, INC. USA	15.01.2016	32	Max Financial Services Limited (formerly known as Max India Limited)	Sr. Director - Quality & Service Excellence	
4	Krishnan, V	55	Company Secretary	Company Secretary	16, 035, 981	B.Com, FCS	15.01.2016	34	Max Financial Services Limited (formerly known as Max India Limited)	Company Secretary	
5	Khanna Jatin	40	Chief Financial Officer	Finance	13, 270, 943	CA, PGPMAX-ISB	15.01.2016	19	Max Financial Services Limited (formerly known as Max India Limited)	Associate Director - Corporate Development	
6	Khosla Sakshi	39	Associate Director - Human Capital	Human Resources	7, 241, 300	PGDMS (HR), Master in Applied Psychology	15.01.2016	15	Max Financial Services Limited (formerly known as Max India Limited)	General Manager - Human Capital	
7	Narang Dilbagh Singh	48	Director - Taxation	Taxation	10, 278, 730	B. Com, CA	15.01.2016	21	Max Financial Services Limited (formerly known as Max India Limited)	Deputy Director- Taxation	

Sr. No.	Name	Age (Yrs.)	Designation	Nature of duties	Remuneration (In Rs.)	Qualification	Date of Commencement of employment	Experience (Yrs.)	Last Employment Held Organisation	Position held
8	Raj Rishi	42	Director - Strategy & Corporate Development	Strategy & Corporate Development	14,503,403	PGDBM, B.A. (Hons) Economics	14.04.2016	20	McKinsey & Company	Senior Practice Manager (COO) of Strategy and Trends Analysis Center
9	Talwar, Mohit	59	Managing Director	General Management	20,182,316	Post Graduate (Arts), Post Graduate (Hospitality Management)	15.01.2016	40	Max Financial Services Limited (formerly known as Max India Limited)	Deputy Managing Director
10	Thakur Nitin	45	Director - Brand & Communications	Communication	10,724,958	B. Com, PGDBM	15.01.2016	22	Max Financial Services Limited (formerly known as Max India Limited)	Director- Brand & Communications
B. Employed for part of the year										
11	Basu Shahana	51	Director - Legal & Regulatory Affairs	Legal & Regulatory Affairs	9,583,381	Degree of Juris Doctor from Yale Law School, Connecticut and M.A. Sociology from University of Chicago	01.02.2016	20	Amira Pure Foods Pvt. Ltd.	Global General Counsel
						NIL				

Notes :

- 1 Remuneration includes salary, allowances, value of rent free accommodation, bonus, value of ESOPs exercised, medical expenses, leave travel assistance, personal accident and health insurance, Company's contribution to Provident, Pension, Gratuity and Superannuation fund, leave encashment and value of perquisites, as applicable.
- 2 None of the above employees is a relative of any director of the Company.
- 3 All appointments are/were contractual in accordance with the terms and conditions as per Company Rules/Policies.
- 4 Mr. Mohit Talwar holds 3,65,377 equity shares constituting 0.14% of the equity share capital of the Company as of the date of this report.
- 5 None of the above employees hold 2% or more equity shares of the Company, by himself/herself or alongwith his/her spouse and dependent children.

Mohit Talwar
Managing Director
DIN: 02394694

Ashok Kacker
Chairman of CSR Committee
DIN: 01647408

May 29, 2019
New Delhi

Information required under Section 197(12) of the Companies Act, 2013 and Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended, is appended below:

- (i) Ratio of remuneration of each Director to the median remuneration of all employees of the Company for the financial year ended 2018-19 is as follows:

Mr. Mohit Talwar: 9.27: 1

- (ii) Percentage increase in the remuneration of each Director, Chief Financial Officer and Company Secretary in the financial year 2018-19 is as follows:

Name	Designation	% Increase in Remuneration in FY18-19 vs. FY17-18
Mr. Mohit Talwar *	Managing Director	-36.9%
Mr. Jatin Khanna **	Chief Financial Officer	3.9%
Mr. V. Krishnan ***	Company Secretary	17.6%

Note:

- 1) Non-executive Directors have been receiving remuneration in the form of Sitting Fees for attending the meetings of Board of directors or committee thereof, therefore their remuneration details have not been considered while disclosing particulars under S. No. (i) and (ii) above.
 - 2) * There has been an increase of 12% in fixed remuneration paid to Mr. Mohit Talwar for the FY18-19 in comparison to FY17-18. However, total remuneration paid to him has decreased by 36.9% on account of perquisite value of Rs.0.23 crores being the ESOPs exercised by him during FY 18-19 as against Rs. 1.89 crores during FY 17-18.
 - 3) ** There has been an increase of 17.8% in fixed remuneration paid to Mr. Jatin Khanna for the FY18-19 in comparison to FY17-18. However, total remuneration paid to him has increased by 3.9% on account of perquisite value of Rs. 27.52 Lakhs being the ESOPs exercised by him during FY 18-19 and his remuneration of FY 17-18 includes the performance bonus of both FY 16-17 and FY 17-18.
 - 4) *** There has been an increase of 10.5% in fixed remuneration paid to Mr. V. Krishnan for the FY18-19 in comparison to FY17-18. However, total remuneration paid to him has increased by 17.6% on account of perquisite value of Rs.27.52 Lakhs being the ESOPs exercised during FY 18-19 and a one-time special payout of Rs. 20 lakhs paid in FY 18-19.
- (iii) The Percentage increase in the median remuneration of all employees (including Managing Director) in the financial year 2018-19 was 6.84%.
- (iv) The number of permanent employees (including Managing Director) on the rolls of the Company as on March 31, 2019 was 48.
- (v) The average percentage increase in remuneration of employees other than managerial personnel (and including the impact of ESOPs exercised) in the financial year 2018-19 was 10.44 %.
- (vi) The Company confirms that remuneration paid during the financial year 2018-19, is as per the Remuneration Policy of the Company.

During Financial year 2018-19, the Company did not have any employee who received remuneration in excess of Director(s) and held 2% or more of the equity shares in the Company along with spouse and/or dependent children.

Annexure 8

Secretarial Audit Report

FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2019

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

To,
The Members,
Max India Limited
(L85100PB2015PLC039155)
419, Bhai Mohan Singh Nagar,
Village Railmajra, Tehsil Balachaur,
NawanShehar, Punjab-144533

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Max India Limited** (hereinafter called the Company) for the financial year ended March 31, 2019. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

We report that-

- a) Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
- b) We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed, provide a reasonable basis for our opinion.
- c) We have not verified the correctness and appropriateness of the financial statements of the Company.
- d) Wherever required, we have obtained the Management representation about the compliances of laws, rules and regulations and happening of events etc.

- e) The compliance of the provisions of the corporate and other applicable laws, rules, regulation, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
- f) The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2019 ("Audit Period") complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2019 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;

- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings, where applicable;
- (v) The following Regulations prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) *The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
 - (e) *The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) *The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
 - (h) *The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 and Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018; and
 - (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR');

*No event took place under these regulations during the audit period.

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

During the audit period, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines and Standards, to the extent applicable as mentioned above.

- vi) The Company is having investment in various subsidiaries and a joint Venture Company and primarily engaged in growing and nurturing these business investments and providing shared services to various group Companies.

We have checked the compliance management system of the Company to obtain reasonable assurance about the adequacy of systems in place to ensure compliance of specifically applicable laws and this verification was done on test basis. We believe that the Audit evidence which we have obtained is sufficient and appropriate to provide a basis for our audit opinion. In our opinion and to the best of our information and according to explanations given to us, we believe that the compliance management system of the Company is adequate to ensure compliance of laws specifically applicable to the Company. As informed by the management, there is no sector specific law applicable to the Company.

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

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

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

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

We further report that during the audit period the Board of Directors in its Board meeting held on December 24, 2018 has pursuant to the provisions of Section 230 to 232 and other applicable provisions of Companies Act, 2013 and subject to the approval of Hon'ble NCLT and any other regulatory authority, has approved the composite scheme of Amalgamation and Arrangement between the Company, Max Healthcare Institute Limited, Radiant Life Care Private Limited and the wholly owned subsidiary of the Company i.e. Advaita Allied Health Services Limited.

We further report that during the audit period the Board of Directors has passed a resolution for divestment of entire shareholding of the Company in Max Bupa Health Insurance Company Limited, a material subsidiary of the

Company subject to the approval of shareholders and any other regulatory authority such as IRDAI, comprising of 51% of Max Bupa's total issued and paid-up share capital to True North (either directly or through any of its Affiliates) for an enterprise value of Rs. 1, 001 crores basis of the paid up capital of Max Bupa as on January 31, 2019.

We further report that during the audit period the Company has sought approval from its shareholders by way of postal ballot for shifting of Registered Office of the Company from the State of Punjab to Mumbai, State of Maharashtra subject to approval of Regional Director, Northern Region.

For Sanjay Grover & Associates
Company Secretaries
Firm Registration No.: P2001DE052900
Devesh Kumar Vasisht
Partner
CP. No. 13700

New Delhi
May 29, 2019

Business Responsibility Report

Financial Year 2018-19

SECTION A: GENERAL INFORMATION ABOUT THE COMPANY

1. **Corporate Identity Number (CIN) of the Company :**
L85100PB2015PLC039155
2. **Name of the Company :** Max India Limited
3. **Registered address:** 419, Bhai Mohan Singh Nagar, Village Railmajra, Tehsil Balachaur, District Nawanshahr, Punjab - 144533
4. **Website:** www.maxindia.com
5. **E-mail id:** corpsecretarial@maxindia.com
6. **Financial Year reported:** FY 2018-19
7. **Sector(s) that the Company is engaged in (industrial activity code-wise):**

Sr. No.	Name and Description of main products/ services	NIC code of the product/ services
1.	Shared Ser- vices	70200- Management con- sultancy activities
2.	Investment Activity	64300- Trusts, funds and other financial vehicles
3.	Investing in Subsidiaries	64200- Activities of holding companies

8. **List three key products/services that the Company manufactures/provides (as in balance sheet):**
 - a) Management Consultancy Services
 - b) Investing Activities
 - c) Investing in Subsidiaries and Joint Venture Company
9. **Total number of locations where business activity is undertaken by the Company:**

The Company operates from its Corporate Office at New Delhi.

10. **Markets served by the Company:**

Being a Holding Company, the Company is having investments in various subsidiaries and joint ventures and primarily engaged in growing and nurturing these business investments and providing management

consultancy/ shared services to group companies in India only.

One of the Wholly-owned subsidiaries (WOS) of the Company namely Max UK Limited operates in UK.

SECTION B : FINANCIAL DETAILS OF THE COMPANY

1. **Paid-up capital :** Rs. 53.72 crore
2. **Total turnover (Total income) :** Rs. 56.46 crore
3. **Total profit/(Loss) after tax (PAT):** Rs. (18.49) crore
4. **Total spending on CSR as percentage of profit after tax :** Rs.25 Lakhs, being 2% of Average net profits of the Company under section 198 of the Companies Act, 2013 for last three financial years.
5. **List of the activities in which expenditure in 4 above has been incurred :** Please refer Annexure-6 of Board's Report

SECTION C: OTHER DETAILS

1. **Does the Company have any Subsidiary Company/ Companies? :** Yes
2. **Do the Subsidiary Company/Companies participate in the BR initiatives of the Parent Company? If yes, then indicate the number of such Subsidiary Company(s)**

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

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

No

SECTION D : BR INFORMATION

1. **Details of Director(s) responsible for BR :**

DIN: 02394694

Name: Mr. Mohit Talwar

Designation: Managing Director

2. Details of the BR head :

Name : Mr. Jatin Khanna

Designation: Chief Financial Officer

Telephone number: (011) 42598000

Email ID: jkhanna@maxindia.com

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

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

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

SECTION E: PRINCIPLE-WISE PERFORMANCE**Principle 1 - Businesses should conduct and govern themselves with Ethics, Transparency and Accountability****1. Does the policy relating to ethics, bribery and corruption cover only the Company? Yes/ No. Does it extend to the Group/Joint Ventures/Suppliers/Contractors/NGOs /Others?**

The Company has developed its Code of Conduct, Whistle Blower Policy and Anti Bribery Policy. These policies are available at corporate website of the Company i.e. www.maxindia.com.

The Company also encourages its subsidiaries to follow these policies.

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

There were no stakeholder complaints received in the reporting period with regard to ethics, bribery and corruption.

During the financial year ended March 31, 2019, 1 (one) complaint / query was received by the Company for the shareholders, which were general in nature regarding non-receipt of share certificate, the same has been since responded.

Principle 2 - Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle**1. List up to 3 of your products or services whose design has incorporated social or environmental concerns, risks and/or opportunities.**

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

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

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

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

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

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

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

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

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

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

Principle 3 - Businesses should promote the wellbeing of all employees

1. **Please indicate the total number of employees:**
48 Permanent Employees as on March 31, 2019.
2. **Please indicate the total number of employees hired on temporary / contractual / casual basis:**

4 Employees on Fixed Term Contract and 4 Retainers / Consultants as on March 31, 2019.

3. **Please indicate the number of permanent women employees** - 14 Permanent Female Employees as on March 31, 2019.
4. **Please indicate the number of permanent employees with disabilities:** NIL
5. **Do you have an employee association that is recognised by management?** : No
6. **What percentage of your permanent employees is members of this recognized employee association?** : Not Applicable
7. **Please indicate the number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the last financial year and pending, as on the end of the financial year** : Nil
8. **What percentage of your under mentioned employees were given safety & skill up-gradation training in the last year?**

- **Permanent Employees:** Approximately 21% employees participated in Classroom Training Sessions and 90% employees had access to Virtual/Online Learning
- **Permanent Women Employees:** Approximately 43% Female employees participated in Classroom Training Sessions and 86% Female employees had access to Virtual/Online Learning.
- **Casual/Temporary/Contractual Employees:** Approximately 63% Fixed Term Contractual employees participated in Classroom Training Sessions and had access to Virtual / Online Learning
- **Employees with Disabilities:** Not Applicable

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

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

Yes. Employees and the Board of directors are the

internal stakeholder group while Subsidiaries /JV Companies, shareholders, investors, regulators, vendors and the community in the vicinity of our projects are primarily the external stakeholder groups of the Company.

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

Yes

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

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

Principle 5 - Businesses should respect and promote human rights

1. Does the policy of the Company on human rights cover only the Company or extend to the Group/ Joint Ventures/ Suppliers/ Contractors/ NGOs/ Others?

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

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

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

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

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

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

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

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

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

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

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

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

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

As stated in point no. 2 above.

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

Not Applicable

7. Number of show cause / legal notices received from CPCB / SPCB which are pending (i.e. not

resolved to satisfaction) as on end of Financial Year.

Nil

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

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

- a) Federation of Indian Chambers of Commerce and Industry (FICCI);
- b) Confederation of Indian Industry (CII) and
- c) International Market Assessments, India (IMA)

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

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

Principle 8 - Businesses should support inclusive growth and equitable development

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

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

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

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

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

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

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

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

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

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

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

1. What percentage of Customer complaints/ consumer cases are pending as on the end of financial year: Nil

2. Does the Company display product information on the product label, over and above what is mandated as per local laws? Yes / No / N.A. / Remarks (additional information): N.A.

3. Is there any case filed by any stakeholder against the Company regarding unfair trade practices, irresponsible advertising and/or anti-competitive behaviour during the last five years and pending as on end of financial year: Nil

4. Did your Company carry out any consumer survey / consumer satisfaction trends?: No