

# MAX INDIA LIMITED

(CIN: L85100PB2015PLC039155)

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

Tel. : 011 42598000, Fax : 011 26324126

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



## Postal Ballot Notice

Dear Member(s),

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

Accordingly, the draft Special Resolution and the Explanatory Statement pursuant to Section 102 of the Act along with Postal Ballot Form are being sent for your consideration.

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

You are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed, in the attached self-addressed postage pre-paid envelope so as to reach the Scrutinizer on or before Thursday, February 07, 2019. The Postal Ballot result (including e-voting) will be declared by the Chairman or in his absence by any other person so authorized by the Chairman on Monday, February 11, 2019 at the Registered Office of the Company at 419, Bhai Mohan Singh Nagar, Railmajra, Tehsil Balachaur, District Nawanshahr, Punjab- 144 533. The Resolution, shall be deemed to have been passed on the last date for receipt of duly completed postal ballot forms or e-voting i.e. February 07, 2019.

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

### Special Business :

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

**"RESOLVED THAT** pursuant to the provisions of Section 12(5), 13(4) and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 30 of the Companies (Incorporation) Rules, 2014 and other relevant rules applicable, if any, (including any statutory modification(s) or re-enactments thereof, for the time being in force) (hereinafter referred to as 'the Act'), and subject to approval of the Central Government (Power delegated to Regional Director), and such other approvals, permissions and sanctions, as may be required, under the provisions of the said Act or under any other law for the time being in force, consent of the Members be and is hereby accorded for shifting of Registered Office of the Company from the State of Punjab to Mumbai, State of Maharashtra.

**RESOLVED FURTHER THAT** upon shifting of the registered office being effective, the existing Clause-II of the Memorandum of Association of the Company be substituted with the following new clause:

**"II. The registered office of the Company will be situated in the State of Maharashtra."**

**RESOLVED FURTHER THAT** upon the aforesaid resolution becoming effective, the Registered Office of the Company be shifted from the State of Punjab to such place in Mumbai, State of Maharashtra as may be determined by the Board of Directors of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter called the "Board", which term shall be deemed to include any person(s) authorized and / or Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) be and is hereby authorised to agree to and make and accept such conditions, modifications and alterations stipulated by any one of the authorities, statutory or otherwise, while according approval, consent as may be considered necessary and to appoint counsels and advisors, file applications/ petitions, issue notice, advertisements, obtain orders of shifting of Registered Office from the concerned authorities and take such steps and to do such acts, deeds and things as they may deem necessary and proper in this regard."

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

**Place :** New Delhi

**Date :** December 28, 2018

By Order of the Board  
For Max India Limited

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

## NOTES

1. Pursuant to Section 102 of the Companies Act, 2013 ('the Act'), an Explanatory Statement setting out material facts and reasons for the proposed Special Business is appended to the notice.
2. The Postal Ballot Notice is being sent to all the Members of the Company, whose name appear on the Register of Members/List of Beneficial Owners, as received from National Security Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) on December 28, 2018.
3. Members who have registered their e-mail IDs with Depositories / with the Company / with Registrar and Share Transfer Agent are being sent this Notice of Postal Ballot by e-mail and the members who have not registered their e-mail IDs will receive Postal Ballot Notice along with the Postal Ballot Form by Courier. Members who receive the documents in electronic mode under the Green Initiative of MCA and who wish to vote through ballot form can obtain the form from the Company by sending an email request.
4. Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the attached postage pre-paid self addressed envelope and send the same to the Scrutinizer by post. Unsigned Postal Ballot Form/s will be rejected. The Postal Ballot Form(s) be deposited personally at the address given thereon or if sent by courier or registered/speed post at the expense of the shareholder will also be accepted. The duly completed Postal Ballot Form(s) should reach the Scrutinizer on or before Thursday, February 07, 2019 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the member(s).
5. In compliance with the provisions of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 110 of the Act read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014, the Company has also extended e-voting facility as an alternate for its Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form(s). The Company has entered into an agreement with NSDL for facilitating e-Voting to enable the members to cast their votes electronically instead of dispatching Postal Ballot Forms. E-voting is optional. Demat-Account/Folio Number of the Shareholders has been enrolled by the Company for participation in voting on resolutions placed by the Company on e-voting system.

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

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

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

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

**Detailed procedure is as under:**

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

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

1. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.  
A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
2. Your User ID details will be as per details given in the Postal Ballot Form.
3. Your password details are given below:
  - a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c. How to retrieve your 'initial password'?
  - I. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. **MAXINDIA** .pdf file. Open the **MAXINDIA** .pdf file. The password to open the pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The pdf file contains your 'User ID' and your 'initial password'.
  - ii. If your email ID is not registered, your 'initial password' is communicated to you on your postal address, on the Postal Ballot Form as below:

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

4. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:

Click on “[Forgot User Details/Password?](#)”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](#). “[Physical User Reset Password?](#)” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](#).

If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.

5. After entering your password, read and tick on Agree to “Terms and Conditions” by selecting on the check box.
6. Now, you will have to click on “Login” button.
7. After you click on the “Login” button, Home page of e-Voting will open.

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

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

#### **General Guidelines for shareholders:**

- a) Corporate / Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail [sanjaygrover7@gmail.com](mailto:sanjaygrover7@gmail.com) or [contact@cssanjaygrover.in](mailto:contact@cssanjaygrover.in) to with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- b) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](#) to reset the password.
- c) In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL at the following toll free no.: 1800-222-990.
- d) Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the Cut-off date i.e., December 28, 2018, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or to the Company's Registrar – Mas Services Limited at [info@masserv.com](mailto:info@masserv.com)

#### **Other information:**

1. The e-Voting period commences from Wednesday, January 9, 2019 at 09.00 a.m. and ends on Thursday, February 7, 2019 at 05.00 p.m. E-voting shall not be allowed beyond said time.
2. During the aforesaid period, the members of the Company holding shares in physical form or in dematerialized form, as on the cut-off date, being Friday, December 28, 2018, may cast their votes by electronic means in the manner and process set out herein above. The e-Voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
3. The Scrutinizer after completion of the scrutiny will submit his report to the Chairman or Company Secretary of the Company. The result of the Postal Ballot will be declared on Monday, February 11, 2019 at the Registered Office of the Company. The result will be informed to the Stock Exchanges where shares of the Company are listed and will also be displayed on the Company's website: [www.maxindia.com](http://www.maxindia.com).
4. Members are requested to notify the change in the address, if any, in case of shares held in electronic form to the concerned Depository Participant quoting their client ID and in case of Physical shares to the Registrar and Transfer Agent of the Company quoting their Folio Number.

5. The Board of Directors has appointed Mr. V. Krishnan, Company Secretary and Compliance Officer as the person responsible for the entire Postal Ballot process.
6. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9:00 a.m. to 5:00 p.m.) on all working days upto the date of declaration of the result of Postal Ballot.

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

In terms of Section 102 of the Companies Act, 2013 ('the Act'), the following Explanatory Statement sets out all the material facts relating to the Special Resolution given in the accompanying Notice dated December 28, 2018.

The members may please note that the Board of Directors of the Company in its meeting held on December 24, 2018, approved the Composite Scheme of Amalgamation and Arrangement involving the Company, Max Healthcare Institute Limited ("Max Healthcare"), an Associate Company, Radiant Life Care Private Limited ("Radiant Life") and a new Company proposed to be incorporated as a Wholly Owned Subsidiary of the Company ["the Scheme"].

The said Scheme inter-alia involves the demerger of the allied health and associated activities of the Company into a new company to be incorporated as a wholly owned subsidiary of the Company ("New Co"), the demerger of Radiant Life's Healthcare Business into Max Healthcare and merger of the Company (after the demerger of the allied health and associated activities of the Company into the New Co) into Max Healthcare and therefore, would enable Max Healthcare to have a strong presence in North India and emerge as a strong competition for other healthcare players.

It may be noted further that the Company's Registered Office is currently located in the State of Punjab. Whereas, the Registered Office of Radiant Life is situated in Mumbai, Maharashtra and the new Company under incorporation will also have its Registered Office in Mumbai, Maharashtra. Further, arising from the aforesaid Scheme, Max Healthcare has also initiated the process of shifting of its Registered Office to Mumbai.

Therefore, 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 considered and recommended the proposal for shifting the Registered Office of the Company from the State of Punjab to Mumbai, State of Maharashtra.

The aforesaid proposal for shifting of Registered Office of the Company is in the best interest of the Company, shareholders and all concerned parties and will not be detrimental to the interest of members of the public, shareholders, creditors or employees, in any manner.

As per provisions of Section 12, 13, 110 and other applicable provisions, if any, of the Act and the Rules made thereunder, such shifting of Registered Office from one State to another and alteration of Clause II of the Memorandum of Association of the Company requires the approval of the members of the Company by means of a Special Resolution and approval of the Central Government (power delegated to Regional Director).

Accordingly, approval of the members is sought through Postal Ballot for shifting of the Registered Office of the Company from the "State of Punjab" to the "State of Maharashtra" and consequently for altering Clause II of the Memorandum of Association of the Company to reflect that the registered office of the Company be situated in the State of Maharashtra. All the material documents related to this item will be available for inspection at the Registered Office of the Company.

Your Directors recommend the resolution proposed at Item No. 1 for the approval of members by way of Special Resolution.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out in the Notice except to the extent of their directorship and shareholding, if any.

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

**Place :** New Delhi

**Date :** December 28, 2018

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

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

# MAX INDIA LIMITED



(CIN : L85100PB2015PLC039155)

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

## POSTAL BALLOT FORM

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

### Serial No

1. Name & address of the Sole/ First named Shareholder as registered with the Company :
2. Name(s) of the joint Shareholders if any, registered with the Company :
3. Registered Folio No./ DPID No. & Client ID No. (applicable to shareholders holding shares in electronic form) :
4. No. of shares held :
5. I/ We hereby exercise my/our vote in respect of the Special Resolution to be passed through postal ballot for the business stated in the Notice dated December 28, 2018 of the Company by recording my/our assent or dissent or otherwise to the said resolution by placing a tick (✓) mark in the appropriate box below:

Item No.	Description	No. of Shares	I / We assent to the Resolution (FOR)	I / We dissent to the Resolution (AGAINST)
1.	Special Resolution for shifting of Registered Office from the "State of Punjab" to the "State of Maharashtra" and carrying out consequential changes in Memorandum of Association of the Company.			

Place :

Date :

(Signature of the Shareholder/s)

### ELECTRONIC VOTING PARTICULARS

EVEN (E Voting Event Number)	USER ID	PASSWORD

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

**Last date for receipt of this Postal Ballot Form is Thursday, February 7, 2019.**

## INSTRUCTIONS

1. A shareholder desiring to exercise vote by Postal Ballot should complete the Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Forms, if sent by Courier or by registered post/speed post at the expense of the Shareholder will also be accepted. The Postal Ballot Form may also be deposited personally at the address provided on the envelope.
2. The self-addressed pre-paid envelope has been addressed to the Scrutinizer appointed by the Board of Directors of the Company.
3. The Postal Ballot Form should be completed and signed by the Sole/ First Shareholder. In the absence of the First Shareholder in a joint holding, the Form may be completed and signed by the next named Shareholder. However, where the Form is sent separately by the First Shareholder and the Joint holder/s, the vote of the First Shareholder would be valid.
4. The voting period commences on Wednesday , January 9, 2019 (9.00 a.m.) and ends on Thursday, February 7, 2019 (5.00 p.m.). The Postal Ballot Form duly completed and signed (as per specimen signature registered with the Company) should be sent to the Scrutinizer appointed by the Company on or before the close of the working hours i.e. by 5.00 p.m. on Thursday, February 7, 2019.
5. The Postal Ballot(s) received after this date will be treated as if the reply from the Member has not been received and the same will not be considered.
6. In case shares are jointly held, this Form should be completed and signed by the first named Member and in his/her absence, by the next named Member.
7. In case of share held by companies, trusts, societies etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution/ Authority, with signature/s of the Authorized Signatory/ies giving requisite authority to the person voting on the Postal Ballot Form or duly attested by a banker.
8. The unsigned, incomplete, mutilated, incorrectly filled Postal Ballot Forms will be rejected.
9. The Postal Ballot cannot be exercised by a proxy.
10. The Shareholders are requested not to send any matter along with the Postal Ballot Form in the postage prepaid self addressed envelope. If any extraneous papers are found, the same will be destroyed by the Scrutinizer.
11. A tick (✓) mark should be placed in the relevant box signifying assent / dissent for the resolution, as the case may be, before mailing the Postal Ballot Form. Postal Ballot Form bearing tick (✓) mark in both the columns will render the same invalid.
12. All Shareholders holding shares in physical mode, who are registered as shareholders; and all beneficial owners holding shares in dematerialized mode on Friday, December 28, 2018, are entitled to vote on the resolution/s on the basis of the paid-up value of the shares held as on that date.
13. There will be only one Postal Ballot Form for every Folio/ Client ID.
14. A Member can opt only one mode for voting i.e. either by physical Ballot or e-voting. In case you are opting for e-voting, then do not vote by Physical Ballot and vice versa. However, in case member(s) cast their vote both by Physical Ballot and e-voting, then the voting done through e-voting shall prevail and voting done by physical ballot will be treated as invalid.
15. The Scrutinizer's decision on the validity or otherwise of the Postal Ballot will be final.