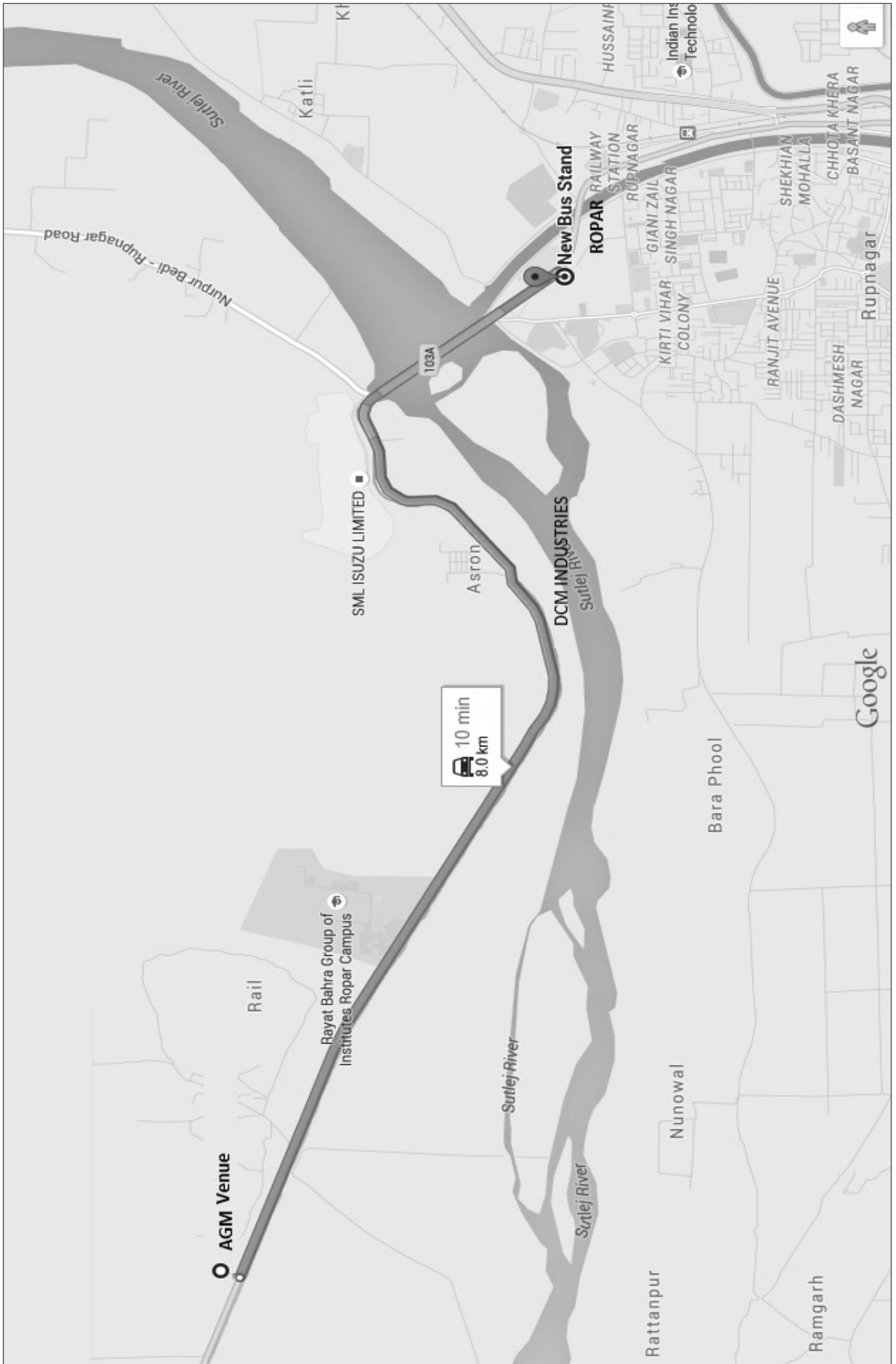




**NOTICE AND
PROXY**

Route Map for A.G.M. Venue



NOTICE is hereby given that the Twenty-Eighth Annual General Meeting ("AGM") of Max Financial Services Limited (Formerly Max India Limited) ('the Company') will be held on Tuesday, September 27, 2016 at 10.30 a.m. at the Registered Office of the Company at Bhai Mohan Singh Nagar, Railmajra, Tehsil Balachaur, District Nawanshahr, Punjab-144 533 to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Financial Statements of the Company for the year ended March 31, 2016 including audited Balance Sheet as at March 31, 2016 and the Statement of Profit & Loss and Cash Flow Statement for the year ended as at that date along with the Reports of the Board of Directors and Auditors thereon.
2. To receive, consider and adopt the Consolidated Financial Statements of the Company and its subsidiary for the year ended March 31, 2016 and the Report of the Auditors thereon.
3. To declare final dividend and confirm the interim dividend of Rs. 1.80/- per equity share already paid, for the year ended March 31, 2016.
4. To appoint a Director in place of Mr. Ashwani Windlass (holding DIN:00042686), who retires by rotation and being eligible offers himself for re-appointment.
5. To appoint a Director in place of Mr. Sanjeev Kishen Mehra (holding DIN:02195545), who retires by rotation and being eligible offers himself for re-appointment.
6. To consider and ratify the appointment of Statutory Auditors of the Company:

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

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and rules framed there under, as amended from time to time, the appointment of M/s Deloitte Haskins and Sells, LLP, Chartered Accountants, (Firm Registration No. 117366W/W-100018), Statutory Auditors of the Company holding office for a period of five years beginning from financial year April 1, 2015 to March 31, 2020, be and is hereby ratified for the financial year 2016-17, at such remuneration plus service tax, out of pocket, travelling and living expenses etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors."

Special Business:

7. To consider & if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution:**
"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 and any other applicable provisions of the Companies Act, 2013 ('the Act') and the rules made there-under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mrs. Naina Lal Kidwai (holding DIN: 00017806), who was appointed as an Additional Director and holds office up to the date of this Annual General Meeting pursuant to the provisions of Section 161 of the Companies Act, 2013 ("the Act") and in respect of whom the Company has received a notice in writing, along with requisite deposit under Section 160 of the Act, proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a period of 5 (five) consecutive years with effect from January 15, 2016."
8. To consider & if thought fit to pass with or without modification(s) the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 and any other applicable provisions of the Companies Act, 2013 ('the Act') and the rules made there-under (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Sanjay Omprakash Nayar (holding DIN: 00002615) who was appointed as an Additional Director and holds office up to the date of this Annual General Meeting pursuant to the provisions of Section 161 of the Companies Act, 2013 ("the Act") and in respect of whom the Company has received a notice in writing, along with requisite deposit under Section 160 of the Act, proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

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

"RESOLVED THAT in accordance with the provisions of Sections 196 and 197, Schedule V and other applicable provisions of the Companies Act, 2013 (the 'Act') and the rules made there-under (including any statutory modification(s) or re-enactment thereof for the time being in force), appointment of Mr. Mohit Talwar (holding DIN: 02394694) be and is hereby ratified as the Managing Director of the Company for a period of five years effective January 15, 2016 and that the remuneration payable to Mr. Mohit Talwar for the initial period of three years, i.e., from January 15, 2016 until January 14, 2019 shall not exceed 5% of the net profit of the Company per annum or the limits as set out hereunder, whichever is higher:

- (i) Salary (including Basic Salary, House Rent Allowance/ Company owned or leased Accommodation, Provident Fund and Gratuity), perquisites and allowances viz., leave travel allowance, car lease rentals, fuel reimbursements, vehicle maintenance, driving services, children education allowance, management allowance and medical reimbursements not exceeding Rs. 7,00,00,000/- (Rupees Seven crore) per annum with the authority to the Nomination and Remuneration Committee to determine and regulate the remuneration within aforesaid limit, from time to time; and
- (ii) Variable compensation/performance incentive not exceeding Rs. 5,00,00,000/- (Rupees Five crore) per annum with the authority to the Nomination and Remuneration Committee to determine and regulate the same within aforesaid limit, from time to time.
- (iii) In addition to the remuneration and perquisites to be paid as aforesaid, Mr. Mohit Talwar shall be entitled to encashment of leave, housing loan as per company policy, personal accident insurance policy, health insurance (hospitalization) policy, travel insurance, Group Term Life Insurance, two club memberships and any other perquisite as per the policy/rules of the Company in force and/or as may be approved by the Board/ Committee, from time to time. The Company shall also provide the facility of mobile phones/other communication instruments, including telephones installed at his residence.

RESOLVED FURTHER THAT Mr. Mohit Talwar, Managing Director of the Company be granted Stock Options for a value not exceeding Rs.3,00,00,000/- (Rupees Three crore) per annum, under Employee Stock Option Plan of the Company and that the Nomination and Remuneration Committee be and is hereby authorized to determine and regulate grant of stock options within aforesaid limit.

RESOLVED FURTHER THAT if in any financial year, during the term of office of Mr. Mohit Talwar as Managing Director, the Company has inadequate profits as computed under the applicable provisions of the Act, he shall be entitled to receive the aforementioned remuneration as the minimum

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remuneration as provided under the Act.

RESOLVED FURTHER THAT the Company or Mr. Mohit Talwar shall be entitled at any time to terminate this appointment by giving three months' written notice or by any shorter notice as may be accepted by the Board.

RESOLVED FURTHER THAT the Board of Directors of the Company and/or its Committee thereof, be and is hereby authorized to regulate the payment of remuneration to Mr. Mohit Talwar, Managing Director within the aforesaid limits, from time to time.

RESOLVED FURTHER THAT Mr. Mohit Talwar be and is hereby authorized to exercise such powers of management as may be delegated to him by the Board of Directors of the Company, from time to time.

10. To consider & if thought fit to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 and Rules framed thereunder, read with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and guidelines issued by the Insurance Regulatory and Development Authority (the "IRDAI") Ref No. IRDA/Life/Misc/Cir/123/05/2014 Guidelines for use of Trade Logo of Promoting Partners by the Insurance Companies (the "IRDA Guidelines") (including any statutory modification(s) or re enactment thereof for the time being in force), consent of the Company be and is hereby accorded for entering into a Trademark Sub-License Agreement and / or other ancillary agreements and documents as may be required, with subsidiary Company namely Max Life Insurance Company Limited ("Max Life"), for allowing usage of trademarks, without any consideration.

RESOLVED FURTHER THAT Mr. Mohit Talwar, Managing Director (DIN: 02394694) and Mrs. Shahana Basu, Authorised Signatory, be and are hereby severally authorized to sign and execute the aforesaid Trademark Sub-License Agreement between the Company and Max Life and to do all such acts, deeds and things as may be required for accomplishment of aforesaid purposes."

By Order of the Board
For Max Financial Services Limited
(formerly Max India Limited)

Sandeep Pathak
Company Secretary
Membership No. FCS-5351

Place: Mumbai
Date : August 8, 2016

NOTES

- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
- Proxies in order to be effective must be received at the Registered Office of the Company at Bhai Mohan Singh Nagar, Railmajra, Tehsil Balachaur, District Nawanshahr, Punjab-144 533 at least 48 hours before the commencement of the meeting. A format of proxy is enclosed.
- The Explanatory Statement pursuant to Section 102 of the Companies Act 2013 ('the Act') in respect of item nos. 7 - 10 is annexed hereto and forms part of this Notice.
- The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, September 21, 2016 to Tuesday, September 27, 2016 (both days inclusive).
- The final dividend on equity shares as recommended by the Board of Directors of the Company for the financial year 2015-16

when declared at the AGM will be paid by October 14, 2016 to those members (holding shares in physical form), whose names appear in the Register of Members of the Company on September 27, 2016. In respect of shares held in electronic form, the dividend will be paid to the beneficial owners of shares as on closing hours of business on September 20, 2016 as per the details furnished by respective depositories for this purpose.

- Members are requested to send all their correspondence directly to Mas Services Limited, Registrar & Share Transfer Agent of the Company at T-34, 2nd Floor, Okhla Industrial Area Phase II, New Delhi - 110 020. Tel-011-26387281-83, Fax -011-26387384; E-mail: info@masserv.com or mas_serv@yahoo.com
- Members/ Proxies for Members should bring the attendance slip duly filled-in for attending the meeting.
- Members/ Proxies for Members holding shares in dematerialized form should also bring their latest Statement of Account held with the concerned depository participant for attending the meeting.
- The documents referred to in the proposed resolutions are open for inspection at the Registered Office and Corporate Office of the Company during working hours between 9.30 a.m. and 1.00 p.m., except on holidays. The Corporate Office of the Company is situated at Max House, 1 Dr. Jha Marg, Okhla, New Delhi-110020.
- Members are hereby informed that , in terms of Section 125 of the Act, dividends which remain unclaimed / uncashed over a period of 7 years have to be transferred by the Company to the Investor Education & Protection Fund constituted by the Central Government. Accordingly, the Dividends declared by the Company as detailed below, will be transferred to the Investor Education & Protection Fund within the statutory period:

Interim Dividend	Final Dividend
November 8, 2013	September 24, 2013
November 12, 2014	September 30, 2014
November 6, 2015	September 23, 2015

- The Notice of the AGM along with the Annual Report 2015-16 is being sent by electronic mode to those members whose e-mail addresses are registered with the Company/ Depositories, unless any Member has requested for a physical copy of the same. For members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with the depositories/ Mas Services Limited, the Registrar and Share Transfer Agent, to ensure that the annual report and other documents reaches them in their preferred email.

The members holding shares in physical form are further requested to convert their shareholding from Physical form to Demat form with a Depository Participant of their choice. Holding share(s) in demat form has following advantages:

- Freedom from physical storage
 - Elimination of chances of theft, mutilation, defacement.
 - Easy to sell and realize sale proceeds and/or dividend in the bank account linked with the Depository.
 - Contribution to the 'Green Initiative'
- The face value of the shares was split from Rs. 10/- each to Rs. 2/- each in the year 2007. Certain share certificates were returned undelivered and the Company is in process of sending reminders to concerned shareholders.
 - In compliance with the provisions of Section 108 of the Act and the Rules framed thereunder, the members are provided with the facility to cast their vote electronically, through the e-voting

services provided by NSDL on all resolutions set forth in this Notice.

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

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

- (i) Open e-mail and open PDF file viz; MFSL e-Voting.pdf with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the URL: www.evoting.nsdl.com.
- (iii) Click on "Shareholder" - "Login"
- (iv) Put user ID and password as initial password noted in step (i) above. Click on "Login".
- (v) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of e-Voting opens. Click on e-Voting: Active Voting Cycles.
- (vii) Select EVEN (E-Voting Event Number) of Max Financial Services Limited.
- (viii) Once you enter the number, the Cast Vote page will open. Now you are ready for e-voting.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted. Please note that once your vote is cast on the selected resolution, it cannot be modified subsequently. Voting has to be done for each item of the Notice separately for each demat accounts/folios.
- (x) Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- (xi) Corporate/Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail: sanjaygrover7@gmail.com with a copy marked to evoting@nsdl.co.in.

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

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

EVEN (E VOTING EVENT NUMBER)	USER ID	PASSWORD/ PIN
- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (x) as mentioned in (a) above, to cast vote.
- (c) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting User Manual for Shareholders, available at the download section of www.evoting.nsdl.com.
- (d) If you are already registered with NSDL for e-voting then you can use your existing User ID and Password for casting your vote.
- (e) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

(f) Other Information :

1. The e-voting period commences from Saturday, September 24, 2016 at 9:00 am and ends on Monday, September 26, 2016 at 5:00 pm. E-voting shall not be allowed beyond said time.
2. During aforesaid period, the members of the Company holding shares in physical form or in dematerialized form, as on the cut-off date, being Tuesday, September 20, 2016, may cast their vote by electronic means in the manner and process set out herein above. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently. Further, the members who have cast their vote electronically shall not vote by way of poll at the AGM.
3. The Board of Directors has appointed Mr. Sanjay Grover, a Practicing Company Secretary (CP No. 3850) having his office at B-88, 1st Floor, Defence Colony, New Delhi-110024, as a Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
4. The Scrutinizer shall, within a period not exceeding two (2) working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and will make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
5. The Results on resolutions shall be declared on or after the AGM of the Company and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolutions.
6. The Results declared along with the Scrutinizer's Report(s) will be available on the website of the Company i.e. www.maxfinancialservices.com within two (2) days of passing of the resolutions and communication of the same to the BSE Limited and the National Stock Exchange of India Limited.
7. Electronic copy of the Notice of the AGM of the Company, inter alia, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent to all the members whose email ID's are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of AGM of the Company, inter-alia, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent in the permitted mode.
8. The route map to the venue of the meeting is included in this notice for easy location and is also hosted on the website of the company.

14. Re-appointment/ appointment of Directors:

At this Annual General Meeting, Mr. Ashwani Windlass and Mr. Sanjeev Kishen Mehra retire by rotation and being eligible offer themselves for re-appointment. Mr. Mohit Talwar's appointment as Managing Director of the Company also needs to be ratified by the members. Further, approval of the shareholders is also being taken for appointment of Mrs. Naina Lal Kidwai and Mr. Sanjay Omprakash Nayar.

The information as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on Corporate Governance, in respect of the Directors who have offered themselves for appointment / re-appointment is furnished hereunder in the table:

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Name of the Director	Mr. Ashwani Windlass	Mr. Sanjeev Kishen Mehra	Mrs. Naina Lal Kidwai	Mr. Sanjay Omprakash Nayyar	Mr. Mohit Talwar
Date of Birth	July 2, 1956	January 7, 1959	April 16, 1957	October 13, 1960	September 17, 1959
Brief Resume * (including nature of expertise in specific functional areas)	Mr. Ashwani Windlass is a leading strategy, telecom and technology professional, currently engaged in advisory role at the Board / CEO level, after over three decades of wide and top management experience with an outstanding track record of value creation. He focuses on strategy, M&As and telecom. Mr. Windlass was part of the founding team at Max India, having served the Max Group in different capacities including as its Joint MD as well as MD, Hutchison Max Telecom from 1994 until 1998. He has continued as a Board member of the Company ever since. He has been the Chairman, MGRM (Asia-Pac) and Vice Chairman, and the MD of Reliance Telecom. He is a university topper with a Gold Medal in his B.Com and B.J. (Bachelor of Journalism). He obtained his MBA from Faculty of Management Studies, University of Delhi.	Mr. Sanjeev Kishen Mehra is a Managing Director and Vice Chairman of global private equity investing at Goldman Sachs & Co. He holds a BA in Economics from Harvard College and an MBA from Harvard Business School.	Mrs. Naina Lal Kidwai is Chairman of the Company and Senior Advisor, Advent Private Equity. She has been Past President of FICCI and is Chairman of the Harvard Business School, South Asia Board. She retired on December 2015 as Executive Director on the board of HSBC Asia Pacific and Chairman HSBC India. An MBA from Harvard Business School, she makes regular appearances on listings by Fortune since 2002 and others of international women in business. She has received many awards and honours in India and was awarded the Padma Shri, for her contribution to Trade & Industry, from the Government of India in 2007.	Mr. Sanjay Omprakash Nayyar is a Member and CEO of KKR India and also a member of the Asia Portfolio Management Committee. He is on the Board of KKR's portfolio companies. Prior to joining KKR, he served as CEO of Citigroup's Indian and South Asian operations and as a member of Citigroup's Management Committee and Asia Executive Operating Committee.	Mr. Mohit Talwar is the Managing Director of the Company and Max India. He also serves on Board of other Max group companies. Till January 2016, he was the Deputy Managing Director of the erstwhile consolidated Max India Limited. In his tenure with the Max Group, he has successfully leveraged his strong relationships with institutional investors, hedge funds, banks and private equity firms, and led several complex corporate finance and financial structuring deals to ensure adequate investment and liquidity for the Group's operations. Mr. Mohit Talwar is a post graduate from St. Stephen's College and completed his management studies in Hospitality from the Oberoi School. Mr. Talwar possesses wealth of experience of over 34 years in Corporate Finance and Investment Banking. He spent 24 years in Wholesale Banking in Standard Chartered, ANZ Grindlays and Bank of Nova Scotia. Prior to this, he spent almost 6 years with the Oberoi Group.
Directorships in other Listed Companies	Max India Limited and Hindustan Media Ventures Limited	Max India Limited and Max Ventures and Industries Limited	Cipla Limited and Larsen & Toubro Limited	Magma Fincorp Limited, Coffee Day Enterprises Limited and Apollo Hospitals Enterprise Limited	Max India Limited and Max Ventures and Industries Limited
Committee memberships in other Public Limited Companies (Audit Committee and Stakeholders' Relationship Committee)	Chairman of Stakeholders' Relationship Committee of Max India Limited, Audit Committee of Hindustan Media Ventures Limited and Audit Committee of Vodafone India Limited	Nil	Member of Audit Committee and Stakeholders' Relationship Committee of Cipla Limited.	Member of Audit Committee of Dalmia Cement (Bharat) Limited	Chairman of Stakeholders' Relationship Committee of Max Ventures and Industries Limited, Member of Audit Committee and Stakeholders' Relationship Committee of Max India Limited and Audit Committee of Max Ventures and Industries Limited
Directorships in other Companies	Vodafone India Limited, Max Ventures Private Limited and Antara Senior Living Limited	TVS Logistics Services Limited	Altico Capital India Private Limited	Valleyview Probuild Private Limited, KKR India Advisors Private Limited, KKR India Financial Services Private Limited, Heritage View Developers Private Limited, Grameen Capital India Limited, Coffee Day Global Limited, Dalmia Cement (Bharat) Limited, Grameen Capital Investment Advisors Private Limited, Sea View Probuild Private Limited, Gland Pharma Limited, Sealink View Probuild Private Limited, Seynise Technologies Private Limited, Urmila Investment & Securities Private Limited and Avendus Capital Private Limited	Max Specialty Films Limited, Max Bupa Health Insurance Company Limited, Max Healthcare Institute Limited, Antara Senior Living Limited and Max Life Insurance Company Limited
Equity Shareholding in the Company (as on date)	158,700	Nil	Nil	Nil	164,006
Related to any other Director of the Company	No	No	No	No	No

*Detailed Profiles of all Directors form part of the Annual Report. Further, details of meetings attended by Directors are forming part of the Corporate Governance Report.

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

As required by Section 102 of the Companies Act, 2013 ('the Act'), the following explanatory statement sets out all material facts relating to the business mentioned under item nos. 7 to 10.

Item No. 7

The Board of Directors of the Company had, pursuant to the provisions of the SEBI Listing Regulations 2015, appointed Mrs. Naina Lal Kidwai as Independent Director and Chairman of the Company w.e.f. January 15, 2016.

Pursuant to provisions of Section 149 of the Act, every listed company is required to have at least one-third of the total number of directors as Independent Directors, who are not liable to retire by rotation.

The Board of Directors of your Company recommended the appointment of Mrs. Naina Lal Kidwai as independent director for a term of five years from January 15, 2016 in terms of the Articles of Association of the Company.

Further, Mrs. Kidwai has given a declaration to the Board that she meets the criteria of Independence as provided under Section 149(6) of the Act. In the opinion of the Board, Mrs. Kidwai fulfills the conditions specified in the Act and the Rules framed there under for appointment as Independent Director and she is independent of the management.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the said appointment is recommended for your approval.

The Company has received notice in writing pursuant to Section 160 of the Companies Act, 2013, from a member along with a deposit of Rs.1,00,000/- proposing the candidature of Mrs. Naina Lal Kidwai for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The terms and conditions of appointment of the above Directors shall be open for inspection by the members at the Registered Office of the Company during normal business hours on any working day.

Save and except Mrs. Naina Lal Kidwai and her relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Item No. 8

Mr. Sanjay Omprakash Nayar was appointed as an additional director on the Board of Directors of the Company w.e.f. March 28, 2016. Pursuant to the provisions of Section 161 of the Companies Act, 2013 and Articles of Association of the Company, Mr. Sanjay Omprakash Nayar holds office up to the date of forthcoming annual general meeting.

The Company has received a notice under Section 160 of the Companies Act, 2013 from a member in respect of his nomination for appointment as director of the Company, liable to retire by rotation.

Keeping in view the experience and qualifications of Mr. Sanjay Omprakash Nayar, it is in the best interest of the Company if he is appointed as Director of the Company and therefore the said resolution is recommended for your approval.

Save and except Mr. Sanjay Omprakash Nayar and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Item No. 9

Mr. Mohit Talwar was appointed as Managing Director of the Company by the Board of Directors in its meeting held on January 15, 2016 upon recommendation of the Nomination and Remuneration Committee of the Board of Directors on the terms and conditions explicitly mentioned in the resolution set out in Item No. 9 above, subject to approval of the shareholders of the Company.

Mr. Mohit Talwar has been associated with the Company since 2007 and his experience and expertise is an asset to the organization and the appointment of Mr. Mohit Talwar as Managing Director of the Company is appropriate and in the best interest of the Company. Thus, the Board of Directors recommend the resolution set out at Item no. 9 of the notice for your approval.

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

Copy of the draft letter of appointment to be issued to Mr. Mohit Talwar, Managing Director, is open for inspection by any member of the Company at its Registered Office during business hours on any working day. The same may be treated as written memorandum setting out the terms and conditions of his appointment under Section 190 of the Act.

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

I. GENERAL INFORMATION:

- I. Nature of Industry: Subsequent to the Composite Scheme of Arrangement between the Company Max Financial Services Limited (formerly Max India Limited) (i.e. Demerged Company), Max India Limited (formerly Taurus Ventures Limited) 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, becoming effective on January 15, 2016, the Company is engaged in the activity of holding and nurturing of investments in life insurance business and also providing management consultancy services to group companies.
- II. Date or expected date of commencement of commercial production: Not applicable as the Company is not involved in any manufacturing Activity.
- III. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not applicable.
- IV. Financial performance based on given indicators: The performance of the Company during last two years was as under:

Particulars	Amount in Rs. crore	
	2015-16	2014-15
Total Revenue	201.22	584.66
Net Profit/(Loss) before tax	115.20	468.65
Net Profit/(Loss) after tax	115.20	390.94

- V. Export performance and net foreign exchange collaborations: Nil
- VI. Foreign investments or collaborators, if any: Xenok Limited, GS Mace Holdings Limited and International Finance Corporation have made equity investments in the Company.

NOTICE

II. INFORMATION ABOUT THE APPOINTEE:

a. Background Details:

Mr. Mohit Talwar is a post graduate from St. Stephen's College and completed his management studies in Hospitality from the Oberoi School. He possesses wealth of experience of over 34 years in Corporate Finance and Investment Banking. He spent 24 years in Wholesale Banking in Standard Chartered, ANZ Grindlays and Bank of Nova Scotia. Prior to this, he spent almost 6 years with the Oberoi Group. He is associated with Max Group since 2007.

b. Past Remuneration:

Mr. Talwar was paid a remuneration of Rs 8.71 crore in 2015-16 and Rs. 7.99 crore in 2014-15.

c. Recognition or Awards: None

d. Job Profile and his Suitability:

Till January 2016, Mr. Talwar was the Deputy Managing Director of the Company (erstwhile consolidated Max India Limited). In his tenure with the Max Group, he has successfully leveraged his strong relationships with institutional investors, hedge funds, banks and private equity firms, and led several complex corporate finance and financial structuring deals to ensure adequate investment and liquidity for the Group's operations. He has played a central role in executing key transactions including the setting up of Max Bupa Health Insurance, bringing on board MS&AD Insurance Group Holdings, a Japan-headquartered global insurance company, as the new JV partner for the Group's life insurance business, Life Healthcare's investment of 26% in Max Healthcare, and later the equalization of its stake in the business. In his new role, Mr. Talwar has been instrumental in completing the mega-restructuring of the erstwhile Max India into three new listed companies, which received a significantly positive reaction from the capital markets. Currently, he is closely involved with the execution of a three-way merger of Max Life Insurance Company and Max Financial Services with HDFC Standard Life to create India's largest private life insurance company.

e. Remuneration Proposed: The proposed remuneration of Mr. Mohit Talwar as Managing Director of the Company is mentioned in the resolution set out at item no. 9

f. Comparative remuneration Profile with respect to Industry, size of the Company, profile of the position and person:

Mr. Talwar has an experience of over 34 years. His present job responsibilities include managing the whole of the affairs of the Company under the supervision of the Board. Accordingly, keeping in view the present scenario of pay package being offered by MNC / Class 'A' Indian Corporate(s), the proposed remuneration package of Mr. Talwar matches to the prevailing remuneration package in the concerned industry, size of the Company, profile of the position etc.

g. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any: Mr. Mohit Talwar has no pecuniary relationship directly or indirectly with the Company or its managerial personnel other than his Remuneration in the capacity of as Managing Director.

III. OTHER INFORMATION:

a. Reasons of loss or inadequate profits: The Company is having profits, however the managerial remuneration may

exceed the limits in case of inadequacy of profits in future.

b. Steps taken or proposed to be taken for improvement: The Company has been taking all measures within its control to maximize overall efficiencies of its operations and minimising various fixed and variable Costs.

c. Expected increase in productivity and profit in measurable terms: It is difficult to forecast the profitability in measurable terms. However, the Company expects that the profitability shall further improve in times to come.

Item No. 10

The Company owned and/or had applied for trademarks related to the Max Brand including "Max with the Flame" logo, "Max Flame Logo", "Max Life Insurance" Logo and other related Max Brand logos ("Max Trademarks") and also had permitted Max Life to use the corporate name and Max Brand under the MSI JV Agreement dated April 12, 2012 as per the provisions laid down in the said JV Agreement.

Pursuant to the Scheme of Demerger made effective on January 15, 2016, all the Max Trademarks vested with the new Max India Limited (formerly Taurus Ventures Limited) and were required to be licensed to the Company to the extent of the businesses being conducted by the Company and its subsidiary(ies). Accordingly, the new Max India executed a Trademark License Agreement for license of the Max Trademarks relating to the MFSL business and the Max Life business to the Company on July 27, 2016, effective from the effective date of the Scheme of Demerger. This permits MFSL to sub-license the Trademarks to its subsidiary, Max Life Insurance Company Limited ("Max Life").

It is proposed to execute a Trademark Sub-License Agreement, and / or other ancillary agreements and documents as may be required, between the Company and Max Life for sub-license of the "Max Trademarks" and life insurance related marks to Max Life, and detail the manner and conditions of usage and other rights between the Parties.

This proposed transaction is a transaction between two related parties (the Company and Max Life having holding subsidiary relationship), which is not in ordinary course of business (not being a regular business activity) and not at arms' length basis (being NIL consideration).

As this transaction from Company's perspective is expected to be beyond the thresholds permitted under the Rules framed under the Companies Act, prior approval of shareholders by way of an ordinary resolution is required. The said proposal has been recommended by the Audit Committee and approved by the Board of Directors of the respective transacting companies (as applicable) and is considered to be in best interest of the Company as the same will help in enhancing of shareholder value by continued usage of trademarks by Max Life.

Mr. Mohit Talwar, Mr. Dinesh Kumar Mittal and Mr. Rajesh Khanna are common directors of the Company and Max Life. Save and except the above, none of the other Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

By Order of the Board
For **Max Financial Services Limited**
(formerly Max India Limited)

Place: Mumbai
Date: August 8, 2016

Sandeep Pathak
Company Secretary
Membership No. FCS-5351

MAX FINANCIAL SERVICES LIMITED

(FORMERLY MAX INDIA LIMITED)
CIN : L24223PB1988PLC008031



Regd. Office : Bhai Mohan Singh Nagar, Railmajra, Tehsil Balachaur, District Nawanshahr, Punjab – 144 533

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

Website : www.maxfinancialservices.com E-mail : investorhelpline@maxindia.com

Form No. MGT-11 PROXY FORM

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

Folio / DP ID-Client ID No. :

Name of the Member(s) & Address :

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

- (1) Name :
Address:
E-mail id: Signature _____, or failing him;
- (2) Name :
Address:
E-mail id: Signature _____, or failing him;
- (3) Name :
Address:
E-mail id: Signature _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 28th Annual General Meeting of the Company, to be held on Tuesday, September 27, 2016 at 10.30 a.m. at Bhai Mohan Singh Nagar, Railmajra, Tehsil Balachaur, District Nawanshahr, Punjab – 144 533 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Number	Resolutions	Optional (✓)	
		For	Against
Ordinary Business			
1	To receive, consider and adopt the Financial Statements of the Company for the year ended March 31, 2016 including audited Balance Sheet as at March 31, 2016 and the Statement of Profit & Loss and Cash Flow Statement for the year ended as at that date and the Reports of the Board of Directors and Auditors thereon.		
2	To receive, consider and adopt the Consolidated Financial Statements of the Company and its subsidiary for the year ended March 31, 2016 and the Reports of the Auditors thereon.		
3	To declare final dividend and confirm the interim dividend of Rs. 1.80/- per equity share, already paid for the year ended March 31, 2016.		
4	To appoint a Director in place of Mr. Ashwani Windlass (holding DIN:00042686), who retires by rotation and being eligible offers himself for re-appointment.		
5	To appoint a Director in place of Mr. Sanjeev Kishen Mehra (holding DIN:02195545), who retires by rotation and being eligible offers himself for re-appointment.		
6	To consider and ratify the appointment of M/s Deloitte Haskins & Sells, LLP, Chartered Accountants, as the Statutory Auditors and to fix their remuneration.		
Special Business			
7	To consider and appoint Mrs. Naina Lal Kidwai (holding DIN: 00017806) as an Independent Director of the Company.		
8	To consider and appoint Mr. Sanjay Omprakash Nayar (holding DIN: 00002615) as a Director of the Company.		
9	To consider and approve appointment of Mr. Mohit Talwar (holding DIN: 02394694) as Managing Director of the Company for a period of five years effective January 15, 2016 and remuneration payable to Mr. Talwar for the initial period of three years, i.e. from January 15, 2016 until January 14, 2019.		
10	To consider and approve entering into Trademark Sub-License Agreement and / or other ancillary agreements and documents as may be required, with Max Life Insurance Company Limited for allowing usage of trademarks.		

Signed this----- day of----- 2016

Signature of Shareholder-----

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

Note :

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

Affix
revenue
stamp of
Re.1/-

MAX FINANCIAL SERVICES LIMITED

(FORMERLY MAX INDIA LIMITED)

CIN : L24223PB1988PLC008031

Regd. Office : Bhai Mohan Singh Nagar, Railmajra, Tehsil Balachaur, District Nawanshahr, Punjab – 144 533

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

Website : www.maxfinancialservices.com E-mail : investorhelpline@maxindia.com



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ELECTRONIC VOTING PARTICULARS

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

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

Commencement of e-voting	From 9.00 a.m. (IST) on September 24, 2016
End of e-voting	Upto 05.00 p.m. (IST) on September 26, 2016

- The cut-off date (i.e. the record date) for the purpose of e-voting is September 20, 2016.
- Please refer to the attached AGM Notice for instructions on E-Voting.

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

MAX FINANCIAL SERVICES LIMITED

(FORMERLY MAX INDIA LIMITED)

CIN : L24223PB1988PLC008031

Regd. Office : Bhai Mohan Singh Nagar, Railmajra, Tehsil Balachaur, District Nawanshahr, Punjab – 144 533

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Website : www.maxfinancialservices.com E-mail : investorhelpline@maxindia.com



ATTENDANCE SLIP

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

Name & Address of First/Sole Shareholder : _____

Name of Proxy holder : _____

Number of Shares Held : _____

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

I hereby record my presence at the 28th ANNUAL GENERAL MEETING of Max Financial Services Limited held on Tuesday, September 27, 2016 at 10.30 a.m. at Bhai Mohan Singh Nagar, Railmajra, Tehsil Balachaur, District Nawan Shahr, Punjab – 144 533.

Notes:

Signature of Member/Proxy

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