

# MAX VENTURES INVESTMENT HOLDINGS PRIVATE LIMITED

Registered Office: Max House, 1, Dr. Jha Marg, Okhla, New Delhi – 110 020  
Phone : +91 11 4259 8000 Fax: +91 11 4060 0098  
CIN: U74899DL1988PTC030778  
Email Id: secretarial@maxventures.co.in

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June 03, 2022

Listing Department  
BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai – 400021

Listing Department  
National Stock Exchange of India  
Limited  
Exchange Plaza, Bandra Kurla  
Complex,  
Bandra (East)  
Mumbai – 400051

The Secretary  
Max Financial  
Services Limited  
Railmajra, Tehsil  
Balachaur, Distt.  
Nawanshahr  
Punjab - 144533

Dear Sir / Madam,

## **SUB. DISCLOSURE UNDER REGULATION 31(1) AND 31(2) OF SEBI (SAST) REGULATIONS, 2011**

Please find enclosed disclosures in terms of Regulation 31(1) and 31(2) of SEBI (SAST) Regulations, 2011. The funds raised as disclosed in Annexure II of this disclosure is utilized for repayment or refinancing of the existing facilities availed by the Company and/or general corporate purposes.

Also find enclosed herewith Annexure II in terms of SEBI Circular No. SEBI/HO/CFD/DCR1/CIR/P/2019/90 dated August 7, 2019.

You are requested to take note of the above.

Thanking you.

Yours faithfully,  
For **Max Ventures Investment Holdings Pvt. Ltd.**



**Arvind Aggarwal**  
**(Director)**

Encl. as above

**Disclosure by the Promoter(s) to the stock exchanges and to the Target Company for encumbrance of shares/invocation of encumbrance/release of encumbrance, in terms of Regulation 31(1) and 31(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

Name of the Target Company (TC)					Max Financial Services Ltd.									
Names of the Stock Exchanges where the shares of the target company are listed					BSE Ltd. & National Stock Exchange of India Ltd.									
Date of reporting					June 03, 2022									
Name of the promoter or PAC on whose shares encumbrance has been created/ released/invoked					Max Ventures Investment Holdings Private Limited									
Details of the creation of encumbrances														
Name of the promoter(s) or PACs with him (*)	Promoter holding in the target company (1)		Promoter holding already encumbered (2)		Details of events pertaining to encumbrance (3)							Post event holding of encumbered shares {creation [(2)+(3)] / release [(2)-(3)] / invocation[(1)-(3)]}		
	Number	% of total share capital	Number	% of total share capital	Type of event (creation/ Release/ Invocation)	Date of creation/ invocation/ release of encumbrance	Type of encumbrance (pledge/ lien/ non disposal Undertakings /others)	Reasons for encumbrance*	Number	% of share capital	Name of the entity in whose favour shares encumbered***	Number	% of total share capital	
Max Ventures Investment Holdings Pvt. Ltd	50380920	14.60%	46054147	13.32%	Creation of Pledge on Shares	01.06.2022	Creation of Pledge on Shares	Security for Loan	211000	0.07%	Lender: (i) ESOF III Investment Fund; and (ii) ECL Finance Limited  Trustee: Catalyst Trusteeship Limited	46265147	13.39%	
			46265147	13.39%	Creation of Pledge on Shares	01.06.2022	Creation of Pledge on Shares	Security for Loan	210000	0.07%	Lender: JM Financial Credit Solutions Limited  Trustee: NA	46475147	13.46%	
Mr. Analjit Singh	110000	0.03%	Nil	Nil										
Mrs. Neelu Analjit Singh	100000	0.03%	Nil	Nil										
Ms. Piya Singh	110333	0.03%	Nil	Nil										
Mrs. Tara Singh Vachani	100000	0.03%	Nil	Nil										

**For MAX VENTURES INVESTMENT HOLDINGS PRIVATE LIMITED**



**ARVIND AGGARWAL  
DIRECTOR**

Place: Noida  
Date: June 03, 2022

- \* The names of all the Promoters, their shareholding in the target company and their pledged shareholding as on the reporting date should appear in the table irrespective of whether they are reporting on the date of event or not.  
 \*\* loans taken by the company, personal borrowing, third party pledge, etc.  
 \*\*\* include name of both the lender and the trustee who may hold shares directly or on behalf of the lender.

**Annexure - II**

**Format for disclosure of reasons for encumbrance**

(In addition to Annexure - I prescribed by way of circular dated August 05, 2015)

Name of listed company	Max Financial Services Ltd
Name of the recognised stock exchanges where the shares of the company are listed	BSE Ltd. & National Stock Exchange of India Ltd.
Name of the promoter(s) / PACs whose shares have been encumbered	Refer Annexure - IIA
Total promoter shareholding in the listed company	No. of shares – 5,08,01,253 % of total share capital – 14.72%
Encumbered shares as a % of promoter shareholding	a) Pledge of Shares - 91.48% b) Covenant with certain lenders to keep shares free from any encumbrance through Free Share obligation / non-disposal undertakings
Whether encumbered share is 50% or more of promoter shareholding	YES
Whether encumbered share is 20% or more of total share capital	NO

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## ANNEXURE - IIA

Name of the Promoter(s) / PACs whose shares have been encumbered

S. NO.	NAME	NO. OF SHARES	%
1	ANALJIT SINGH	1,10,000	0.03
2	NEELU ANALJIT SINGH	1,00,000	0.03
3	PIYA SINGH	1,10,333	0.03
4	TARA SINGH VACHANI	1,00,000	0.03
5	MAX VENTURES INVESTMENT HOLDINGS PRIVATE LIMITED	5,03,80,920	14.60
	<b>TOTAL</b>	<b>5,08,01,253</b>	<b>14.72</b>

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**Details of all existing events / agreements pertaining to encumbrance**

	Encumbrance 1	Encumbrance 2	Encumbrance 3	Encumbrance 4	Encumbrance 5	Encumbrance 6	Encumbrance 7
Date of creation of encumbrance / date of agreement	27.08.2019	29.10.2020	29.10.2020	27.01.2021	02.02.2021	06.09.2021	07.03.2021
Type of encumbrance (pledge, lien, negative lien, non-disposal undertaking etc. or any other covenant, transaction, condition or arrangement in the nature of encumbrance)	Pledge	Pledge	Free shares covenant	Pledge	Pledge	Free shares covenant	Free shares covenant
No. of shares encumbered	10,00,000	85,30,000	1,52,40,376	39,16,108	12,99,000	1,77,80,439	76,20,188
% of shares encumbered	0.29	2.47	4.42	1.13	0.38	5.15	2.21
Name of the entity in whose favour shares encumbered (X)	Vistra ITCL (India) Ltd. On behalf of Yes Bank Ltd.	Catalyst Trusteeship Ltd on behalf of Tata Capital Financial Services Ltd and Tata Capital Housing Finance Limited	Catalyst Trusteeship Ltd on behalf of Tata Capital Financial Services Ltd.	Hero Fincorp Ltd.	Aditya Birria Finance Limited	Aditya Birria Finance Limited	Catalyst Trusteeship Limited on behalf of (i) ESOF III Investment Fund; and (ii) ECL Finance Limited
Whether the entity X is a scheduled commercial bank, public financial institution, NBFC or housing finance company? If No, provide the nature of the business of the entity.	Yes	Yes	Yes	Yes	Yes	Yes	(i) ESOF III Investment Fund is an AIF; and (ii) ECL Finance Limited is a NBFC
Names of all other entities in the agreement	Vana Enterprises Limited	Max Ventures Investment Holdings Private Limited	Max Ventures Investment Holdings Private Limited	Max Ventures Investment Holdings Private Limited	Max Ventures Investment Holdings Private Limited	Max Ventures Investment Holdings Private Limited	None
Whether the encumbrance is relating to any debt instruments viz. debenture, commercial paper, certificate of deposit etc.? If yes, provide details about the instrument, including credit rating. If yes,	No	x	No	No	No	No	Yes
1. Name of the issuer							Max Ventures Investment Holdings Pvt. Ltd.
2. Details of the debt instrument							40,000 unlisted redeemable non-convertible debentures
3. Whether the debt instrument is listed on stock exchanges?							Unlisted
4. Credit Rating of the debt instrument?							Unrated
5. ISIN of the instrument							1. INE709V07037 2. INE709V07045 3. INE709V07052 4. INE709V07060 5. INE709V07078 6. INE709V07086 7. INE709V07094
Security Cover / Asset Cover	80,70,50,000 45,00,00,000	6,88,41,36,500 2,97,50,00,000	12,29,97,45,370 2,97,50,00,000	3,16,04,94,961 1,40,00,00,000	1,04,83,57,950 46,75,00,000	14,34,97,02,932 46,75,00,000	6,14,98,72,685 3,11,77,77,500
End use of money	Ratio of A / B 1.79 Personal use by promoters and PACs	Ratio of A / B 2.31 Personal use by promoters and PACs	Ratio of A / B 4.13 Personal use by promoters and PACs	Ratio of A / B 2.26 Personal use by promoters and PACs	Ratio of A / B 2.24 Personal use by promoters and PACs	Ratio of A / B 30.69 Personal use by promoters and PACs	Ratio of A / B 1.97 Personal use by promoters and PACs
	(a) Personal use to be utilized for what purpose – (a) Personal use by promoters and PACs (b) For the benefit of listed company						
	Provide details including amount, purpose of raising money by listed company, schedule for utilization of amount, repayment schedule etc. (a) Any other reason (please specify)						

**Details of all existing events / agreements pertaining to encumbrance**

	Encumbrance 8	Encumbrance 9	Encumbrance 10	Encumbrance 11	Encumbrance 12	Encumbrance 13	Encumbrance 14
Date of creation of encumbrance / date of agreement	09.03.2021	26.03.2021	18.05.2021	18.05.2021	15.06.2021	30.06.2021	16.08.2021
Type of encumbrance (pledge, lien, negative lien, non-disposal undertaking etc. or any other covenant, transaction, condition or arrangement in the nature of encumbrance)	Pledge	Pledge	Pledge	Free shares covenant	Pledge	Pledge	Pledge
No. of shares encumbered	78,71,600	16,78,643	14,65,818	50,80,125	27,77,870	35,20,000	23,51,000
% of shares encumbered	2.28	0.49	0.42	1.47	0.80	1.02	0.68
Name of the entity in whose favour shares encumbered (X)	Catalyst Trusteeship Limited on behalf of (i) ESOF III Investment Fund; and (ii) ECL Finance Limited	Hero Fincorp Ltd.	Infina Finance Private Ltd	Infina Finance Private Ltd	STCI Finance Ltd.	Vistra ITCL India Pvt Ltd on behalf of BlackRock Asia-Pacific Private Credit Opp. Fund II (SG) VCC	Infina Finance Private Ltd
Whether the entity X is a scheduled commercial bank, public financial institution, NBFC or housing finance company? If No, provide the nature of the business of the entity.	(i) ESOF III Investment Fund is an AIF; and (ii) ECL Finance Limited is a NBFC	Yes	Yes	Yes	Yes	No. The entity is an AIF	Yes
Names of all other entities in the agreement	None	None	None	None	None	None	None
Whether the encumbrance is relating to any debt instruments viz. debenture, commercial paper, certificate of deposit etc.? If yes, provide details about the instrument, including credit rating. If yes,	Yes	No	No	No	No	Yes	No
1. Name of the issuer	Max Ventures Investment Holdings Pvt. Ltd.					Max Ventures Investment Holdings Pvt. Ltd.	
2. Details of the debt instrument	40,000 unlisted redeemable non-convertible debentures					1,400 unlisted redeemable non-convertible debentures	
3. Whether the debt instrument is listed on stock exchanges?	Unlisted					Unlisted	
4. Credit Rating of the debt instrument?	Unrated					Unrated	
5. ISIN of the instrument	1. INE709V07037 2. INE709V07045 3. INE709V07052 4. INE709V07060 5. INE709V07078 6. INE709V07086 7. INE709V07094					1. INE709V07102 2. INE709V07110 3. INE709V07128	
Value of shares on the date of event / agreement (A)	6,35,27,74,780	1,35,47,48,833	1,18,29,88,417	4,09,99,15,123	2,24,18,79,984	2,84,08,16,000	1,89,73,74,550
Amount involved (against which shares have been encumbered) (B)	3,11,77,77,500	60,00,00,000	50,00,00,000	50,00,00,000	1,00,00,00,000	1,40,00,00,000	75,00,00,000
Ratio of A / B	2.04	2.26	2.37	8.20	2.24	2.03	2.53
Borrowed amount to be utilized for what purpose –	Personal use by promoters and PACs	Personal use by promoters and PACs	Personal use by promoters and PACs	Personal use by promoters and PACs	Personal use by promoters and PACs	Personal use by promoters and PACs	Personal use by promoters and PACs
(a) Personal use by promoters and PACs							
(b) For the benefit of listed company							
Provide details including amount, purpose of raising money by listed company, schedule for utilization of amount, repayment schedule etc.							
(a) Any other reason (please specify)							

*[Handwritten signature]*

**Details of all existing events / agreements pertaining to encumbrance**

	Encumbrance 15	Encumbrance 16	Encumbrance 17	Encumbrance 18	Encumbrance 19	Encumbrance 20	Encumbrance 21
Date of creation of encumbrance / date of agreement	16.08.2021	07.09.2021	06.09.2021	30.09.2021	20.12.2021	22.04.2022	22.04.2022
Type of encumbrance (pledge, lien, negative lien, non-disposal undertaking etc. or any other covenant, transaction, condition or arrangement in the nature of encumbrance)	Free shares covenant	Pledge	Free shares covenant	Pledge	Pledge	Pledge	Pledge
No. of shares encumbered	1,52,40,376	12,50,000	1,77,80,439	28,34,000	30,45,000	2,08,330	4,16,670
% of shares encumbered	4.42	0.36	5.15	0.82	0.88	0.06	0.12
Name of the entity in whose favour shares encumbered (X)	Infina Finance Private Ltd	Aditya Birla Finance Limited	Aditya Birla Finance Limited	Catalyst Trusteeship Ltd on behalf of Axis Finance Limited	Catalyst Trusteeship Ltd on behalf of Tata Capital Financial Services Ltd	CSL Finance Limited	LRS Securities Private Limited
Whether the entity X is a scheduled commercial bank, public financial institution, NBFC or housing finance company? If No, provide the nature of the business of the entity.	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Names of all other entities in the agreement	None	Max Ventures Investment Holdings Private Limited	Max Ventures Investment Holdings Private Limited	Max Ventures Investment Holdings Private Limited and SKA Diagnostic Private Limited	Max Ventures Investment Holdings Private Limited	Max Ventures Investment Holdings Private Limited	Max Ventures Investment Holdings Private Limited
Whether the encumbrance is relating to any debt instruments viz. debenture, commercial paper, certificate of deposit etc.? If yes, provide details about the instrument, including credit rating. If yes,	No	No	No	No	No	No	No
1. Name of the issuer							
2. Details of the debt instrument							
3. Whether the debt instrument is listed on stock exchanges?							
4. Credit Rating of the debt instrument?							
5. ISIN of the instrument							
Value of shares on the date of event / agreement (A)	12,29,97,45,370	1,00,88,12,500	14,34,97,02,932	2,28,71,79,700	2,45,74,67,250	16,81,32,777	33,62,73,524
Amount involved (against which shares have been encumbered) (B)	75,00,00,000	45,00,00,000	45,00,00,000	1,97,22,43,750	1,07,00,00,000	10,00,00,000	20,00,00,000
Ratio of A / B	16.40	2.24	31.89	1.16	2.30	1.68	1.68
Borrowed amount to be utilized for what purpose – (a) Personal use by promoters and PACs (b) For the benefit of listed company	Personal use by promoters and PACs	Personal use by promoters and PACs	Personal use by promoters and PACs	Personal use by promoters and PACs	Personal use by promoters and PACs	Personal use by promoters and PACs	Personal use by promoters and PACs
Provide details including amount, purpose of raising money by listed company, schedule for utilization of amount, repayment schedule etc. (a) Any other reason (please specify)							

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**Details of all existing events / agreements pertaining to encumbrance**

	Encumbrance 22	Encumbrance 23	Encumbrance 24	Encumbrance 25	Encumbrance 26	Encumbrance 27
Date of creation of encumbrance / date of agreement	25.04.2022	25.04.2022	25.04.2022	10.05.2022	27.05.2022	27.05.2022
Type of encumbrance (pledge, lien, negative lien, non-disposal undertaking etc. or any other covenant, transaction, condition or arrangement in the nature of encumbrance)	Pledge	Pledge	Pledge	Pledge	Pledge	Free shares covenant
No. of shares encumbered	7,10,000	6,60,000	4,20,000	5,75,000	18,95,186	50,80,125
% of shares encumbered	0.21	0.19	0.12	0.17	0.55	1.47
Name of the entity in whose favour shares encumbered (X)	Badjate Stock Broking Pvt Ltd	SKS Fincap Private Limited	Cholamandalam Investment & Finance Co. Ltd.	N M Finance & Investment Consultancy Limited	JM Financial Credit Solutions Limited	JM Financial Credit Solutions Limited
Specific details about the encumbrance	Yes	Yes	Yes	Yes	Yes	Yes
Whether the entity X is a scheduled commercial bank, public financial institution, NBFC or housing finance company? If No, provide the nature of the business of the entity.	Yes	Yes	Yes	Yes	Yes	Yes
Names of all other entities in the agreement	Max Ventures Investment Holdings Private Limited	Max Ventures Investment Holdings Private Limited	Max Ventures Investment Holdings Private Limited	Max Ventures Investment Holdings Private Limited	Max Ventures Investment Holdings Private Limited	Max Ventures Investment Holdings Private Limited
Whether the encumbrance is relating to any debt instruments viz. debenture, commercial paper, certificate of deposit etc.? If yes, provide details about the instrument, including credit rating. If yes,	No	No	No	No	No	No
1. Name of the issuer						
2. Details of the debt instrument						
3. Whether the debt instrument is listed on stock exchanges?						
4. Credit Rating of the debt instrument?						
5. ISIN of the instrument						
Value of shares on the date of event / agreement (A)	57,30,05,500	53,26,53,000	33,89,61,000	46,40,53,750	1,52,95,09,861	4,09,99,15,123
Amount involved (against which shares have been encumbered) (B)	25,00,00,000	25,00,00,000	15,00,00,000	25,00,00,000	1,00,00,00,000	1,00,00,00,000
Ratio of A / B	2.29	2.13	2.26	1.86	1.53	4.10
Borrowed amount to be utilized for what purpose –						
(a) Personal use by promoters and PACs	Personal use by promoters and PACs	Personal use by promoters and PACs	Personal use by promoters and PACs	Personal use by promoters and PACs	Personal use by promoters and PACs	Personal use by promoters and PACs
(b) For the benefit of listed company						
Provide details including amount, purpose of raising money by listed company, schedule for utilization of amount, repayment schedule etc.						
(a) Any other reason (please specify)						

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**Details of all existing events / agreements pertaining to encumbrance**

		Encumbrance 28	Encumbrance 29
Date of creation of encumbrance / date of agreement		27.05.2022	27.05.2022
Type of encumbrance (pledge, lien, negative lien, non-disposal undertaking etc. or any other covenant, transaction, condition or arrangement in the nature of encumbrance)		Pledge	Free shares covenant
No. of shares encumbered		50,922	50,80,125
% of shares encumbered		0.01	1.47
Specific details about the encumbrance	Name of the entity in whose favour shares encumbered (X)	JM Financial Products Limited	JM Financial Products Limited
	Whether the entity X is a scheduled commercial bank, public financial institution, NBFC or housing finance company? If No, provide the nature of the business of the entity.	Yes	Yes
	Names of all other entities in the agreement	Max Ventures Investment Holdings Private Limited	Max Ventures Investment Holdings Private Limited
	Whether the encumbrance is relating to any debt instruments viz. debenture, commercial paper, certificate of deposit etc.? If yes, provide details about the instrument, including credit rating. If yes,	No	No
	1. Name of the issuer		
	2. Details of the debt instrument		
	3. Whether the debt instrument is listed on stock exchanges?		
	4. Credit Rating of the debt instrument?		
	5. ISIN of the instrument		
Security Cover / Asset Cover	Value of shares on the date of event / agreement (A) Amount involved (against which shares have been encumbered) (B) Ratio of A / B	4,10,96,600 3,00,00,000 1.37	4,09,99,15,123 3,00,00,000 136.66
End use of money	Borrowed amount to be utilized for what purpose – (a) Personal use by promoters and PACs (b) For the benefit of listed company  Provide details including amount, purpose of raising money by listed company, schedule for utilization of amount, repayment schedule etc. (a) Any other reason (please specify)	Personal use by promoters and PACs	Personal use by promoters and PACs

*[Handwritten signature]*