

May 10, 2022

The Manager  
Department of Corporate Services  
BSE Limited  
Phiroze Jeejeebhoy Towers, Dalal Street  
Mumbai - 400 021

The Manager  
National Stock Exchange of India Ltd.  
Exchange Plaza  
Bandra -Kurla Complex, Bandra (E),  
Mumbai 400 051

**Scrip Code: 500271**

**Name of Scrip: MFSL**

Dear Sir/Madam,

**Sub: Declaration of Postal Ballot Results with respect to Postal Ballot Notice dated April 6, 2022**

This is with reference to our earlier letter dated April 9, 2022, informing Stock Exchanges that the Company is seeking approval of the members by way of Special Resolutions through Postal Ballot for (i) implementation of 'Max Financial Employee Stock Option Plan – 2022 ('ESOP Plan-2022') and for grant of options to the eligible employees of the Company, (ii) grant of options to the eligible employees of subsidiaries (present and future) of the Company and (iii) acquisition of equity shares from secondary market for the implementation of ESOP Plan – 2022 to the eligible employees of the Company and its subsidiary companies (both present and future).

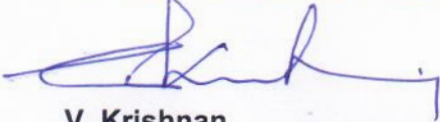
Basis the report of Scrutinizer, we would like to inform you that the Members of the Company have accorded their approval with requisite majority for the Special Resolutions mentioned above.

In this regard, please find attached the Scrutinizer's Report dated May 10, 2022, issued by M/s. Chandrasekaran Associates, Company Secretaries for your kind information.

We request you to take the aforesaid on record and arrange to disseminate the same for the information of public.

Thanking you,

Yours faithfully  
For **Max Financial Services Limited**



**V. Krishnan**  
**Company Secretary & Compliance Officer**

Encl : As above

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**SCRUTINIZERS' REPORT**

To

**The Chairman****Max Financial Services Limited**Bhai Mohan Singh Nagar, Railmajra,  
Tehsil Balachaur, District  
Nawanshahr, Punjab-144533

**Sub: Scrutinizers' Report on postal ballot by way of electronic voting means conducted in terms of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended in respect of passing of the Special resolutions contained in the Notice dated April 06, 2022.**

Dear Sir,

I, Shashikant Tiwari, Partner, Chandrasekaran Associates, Company Secretaries was appointed as Scrutinizer by the Board of Directors of Max Financial Services Limited (hereinafter referred to as "Company") for scrutinizing postal ballot by way of voting by electronic means in respect of passing of the Special resolutions contained in the Notice dated April 06, 2022 ("Postal Ballot Notice") in a fair and transparent manner.

**I submit my report as under:**

1. The management of the Company is responsible to ensure the compliance with the requirements of the relevant provisions of (i) the Companies Act, 2013 and the rules made thereunder including circular no. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020 and 10/2021 dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021 and No. 20/2021 dated December 08, 2021 respectively issued by the Ministry of Corporate Affairs ("MCA Circulars") and (ii) Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 respectively issued by the Securities and Exchange Board of India ("SEBI"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("listing regulations") with the Stock Exchanges, relating to postal ballot by way of electronic voting means.
2. My responsibility as scrutinizer is restricted to prepare a scrutinizers' report of the votes cast by the members for the resolutions contained in the Notice, based on the data downloaded from website of National Securities Depository (India) Limited ('NSDL') i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com), authorised agency engaged by the Company to provide e-voting facilities till the time fixed for closing of the voting process i.e. on or before 5:00 p.m. IST on Monday, May, 09, 2022.
3. The Members of the Company as on the "cut-off date" i.e. Wednesday April 06, 2022 were entitled to vote on the proposed resolutions to be passed through postal ballot by way of electronic voting means as set-out in the Postal Ballot



Notice and their shareholding as on that date has been reckoned for the purpose of arriving at the results of the postal ballot.

4. The e-voting period remained open from Sunday, April 10, 2022 at 9:00 a.m. IST and ended at the close of working hours i.e. 5:00 p.m. IST on Monday, May 09, 2022, on the designated website of NSDL i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
5. On Saturday, April 09, 2022 the Company had completed the dispatch of Postal Ballot notice, to its Members whose name(s) appeared in the Register of Members/ List of beneficial owners received from National Securities Depository Limited/Central Depository Services (India) Limited ("depositories") as on the Cut-off date and whose e-mail IDs were registered with the Company and Depositories. Pursuant to the MCA Circulars, the Company had dispatched the notice through e-mails only. The Company has not dispatched the postal ballot notice to those members whose e-mail IDs were not registered with the Company and/or Depositories.

However, the Company had also given an option in the Postal Ballot Notice which was uploaded on the website of the Company ([www.maxfinancialservices.com](http://www.maxfinancialservices.com)), on the website of National Securities Depository Limited ([www.evoting.nsdl.com](http://www.evoting.nsdl.com)) and on the websites of National Stock Exchange of India Limited ([www.nseindia.com](http://www.nseindia.com)) and BSE Limited ([www.bseindia.com](http://www.bseindia.com)) and also published by way of newspaper advertisements dated Sunday April 10, 2022 in Financial Express (English), all editions and Desh Sewak (Punjabi), Chandigarh edition, to the members to register their e-mail id's with the Company and/ or their depository participants.

6. Due to COVID-19 pandemic and in view of relaxation given by Ministry of Corporate Affairs and Securities and Exchange Board of India, physical ballot could not be dispatched. Further, the Company has also not received any physical ballot form and accordingly, voting done through e-voting only was considered for this report.
7. As per rule 20 read with rule 22 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 47 of listing regulations, advertisements were published by the Company in Financial Express (English), all editions and Desh Sewak (Punjabi), Chandigarh edition on Sunday, April 10, 2022 informing about the completion of dispatch of Postal Ballot notice, to the Members, those registered their e-mail id's with the company and/ or depositories along with other related matters mentioned therein.
8. I had monitored the process of electronic voting (i.e. e-voting) through the scrutinizer's secured link provided by NSDL through its designated website.
9. After completion of e-voting, votes cast by the Members, were unblocked in the presence of two witnesses, Mr. Jagmeet Singh R/o. H. No. 320, 1<sup>st</sup> Floor, Chand Nagar, New Delhi - 110018 and Mr. Karan Kanojia R/o. 48-A, Anand Vihar, Delhi-110092 who are not in the employment of the Company.
10. The particulars of report downloaded from the website of NSDL have been entered in a separate register maintained for the purpose of Postal Ballot.
11. Votes casted by the members through e-voting, were reconciled with the records maintained by the Registrar and Transfer Agent of the Company and authorizations lodged with the Company.



12. This report is based on votes casted through e-voting, which was downloaded from the website of NSDL i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

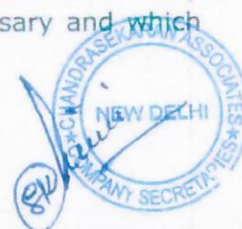
13. After ascertaining the votes casted by e-voting, I hereby submit the result as under:

**Item No. 1:**

**To consider and if thought fit, to pass, the following Resolution as a Special Resolution:**

**"RESOLVED THAT** pursuant to applicable provisions of the Companies Act, 2013 ('the Act'), and the rules thereunder, the Memorandum and Articles of Association of Max Financial Services Limited ("Company"), the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (hereinafter referred to as 'SEBI Regulations'), including any statutory modification(s) or re-enactment(s) of the Act, the rules or the SEBI Regulations, for the time being in force and subject to such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company in its sole discretion (hereinafter referred to as the 'Board', which expression shall also include Nomination and Remuneration Committee constituted by the Board), read with the Explanatory Statement attached to this postal ballot notice, consent of the members of the Company be and is hereby accorded to the Board to adopt and implement Max Financial Employee Stock option Plan 2022' ('ESOP Plan-2022') and to grant options and transfer shares on exercise of such options not exceeding 5% of the paid up equity capital of the Company as at March 31, 2022, i.e., 1,72,55,738 stock options convertible into 1,72,55,738 equity shares of the face value of INR 2/- (Rupees Two each fully paid-up), from time to time, in one or more tranches, to employees who are the employees or directors of the Company, permissible under the SEBI Regulations whether working in India or out of India and to such other persons as may be decided by the Board/ Committee and/or permitted under applicable laws (hereinafter referred to as 'Eligible Employees') but does not include an employee who is a promoter or a person belonging to the promoter group, independent director and/or a director(s) who either himself or through his relative or through any body-corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company, on such terms and conditions, as may be determined by the Board in accordance with the provisions of ESOP Plan-2022 and in due compliance with the SEBI Regulations and other applicable laws, rules and regulations and as may be decided by the Board under ESOP Plan-2022, and on such terms and conditions including the price as the Board of the Company may decide, from time to time, in accordance with the SEBI Regulations or other provisions of the law as may be prevailing at the relevant time."

**"RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issue, bonus issue, change in capital structure, merger, sale of division/undertaking or other re-organization, such other event, the Board is hereby authorised to do all such acts, deeds and things as may be necessary and which



are within the provisions of the applicable laws & regulations, so as to ensure that fair and equitable benefits under the ESOP Plan-2022 are passed on to the Eligible Employees."

**"RESOLVED FURTHER THAT** in case the equity shares of the Company are either sub-divided or consolidated, the number of equity shares to be transferred and the price of acquisition payable by the Eligible Employees under the ESOP Plan-2022 shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of INR 2/- (Rupee Two ) per equity share, bears to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said Eligible Employees."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorised on behalf of the Company to evolve, decide upon and bring into effect the ESOP Plan-2022 and make any modifications, changes, variations, alterations or revisions in the ESOP Plan-2022, from time to time, or to suspend, withdraw or revive the ESOP Plan-2022 from time to time as may be required in case of any change in applicable laws or as may be specified by any statutory authority and/or to give effect to any laws, rules, regulations, amendment(s) thereto and to do all other acts, deeds, matters and things as are necessary to give effect to the above resolution and with power on behalf of the Company to settle any questions or difficulties that may arise with regard to the creation, offer, issue, grant of stock options and/or transfer of equity shares arising therefrom without requiring the Board to secure any further consent or approval of the members of the Company in this respect, as long as its actions are not detrimental to the interests of the Eligible Employees."

**"RESOLVED FURTHER THAT** the Company shall conform to the accounting policies prescribed from time to time under SEBI Regulations and any other applicable laws, Act, rules and regulations to the extent relevant and applicable to ESOP Plan-2022."

**"RESOLVED FURTHER THAT** during any one year, no Employee shall be granted Options under the ESOP Plan-2022 equal to or exceeding 1% of the issued capital excluding outstanding warrants and conversions (as understood under SEBI Regulations) of the Company at the time of Grant of Options."

**"RESOLVED FURTHER THAT** subject to applicable provisions of the Act and other applicable laws, the Board be and is hereby authorised to delegate all or any powers conferred herein, to the Nomination and Remuneration Committee of the Company with a power to further delegate to any executives or officer of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings etc. as may be necessary in this regard including the authority to appoint advisors, consultants or representatives, for effective implementation and administration of the ESOP Plan-2022 and to do all such acts, deeds, matters and things as they may in their absolute discretion deem fit for such purpose and also to settle issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the members and to execute all such documents, writings and to give such directions and/or



instructions as may be necessary or expedient to give effect to aforesaid resolution."

	Particulars	E-VOTING	
		Number of member(s) voted	Votes held by them
	Number of Members & Shares held by them	643	30,16,88,509
Less:	Number of Members & Invalid/Rejected Votes	0	0
Less:	Number of Members & abstained from voting	0	0
Less:	Number of Members & Votes not exercised/ partially exercised	8*	6,51,299
	<b>No. of Valid Votes Cast</b>	<b>643*</b>	<b>30,10,37,210*</b>

\*8 (Eight) Members who hold 26,92,960 shares, have partially exercised their voting rights in favour of 12,23,567 shares, and against in respect of 8,18,094 shares and not exercised for 6,51,299 shares respectively.

Particulars	E-VOTING		
	Number of members voted	Votes cast by them	% of total number of valid votes cast
Favour	487	26,66,36,410	88.57
Against	156	3,44,00,800	11.43
<b>Total</b>	<b>643</b>	<b>30,10,37,210</b>	<b>100.00</b>

**Item No. 2:**

**To consider and if thought fit, to pass, the following Resolution as a Special Resolution:**

"**RESOLVED THAT** pursuant to applicable provisions of the Companies Act, 2013 ('the Act'), and the rules thereunder, the Memorandum and Articles of Association of Max Financial Services Limited ("Company"), the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (hereinafter referred to as 'SEBI Regulations'), including any statutory modification(s) or re-enactment(s) of the Act, the rules or the SEBI Regulations, for the time being in force and subject to such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company in its sole discretion (hereinafter referred to as the 'Board' which



expression shall also include Nomination and Remuneration Committee constituted by the Board), read with the Explanatory Statement attached to this postal ballot notice, consent of the Members of the Company be and is hereby accorded to extend the benefits of Max Financial Employee Stock option Plan 2022' ( 'ESOP Plan-2022'), referred to in resolution no. 1 of this Notice and to grant options and transfer shares on exercise of such options within the overall limit of 5% of the paid up equity capital of the Company as at March 31, 2022, i.e., 1,72,55,738 stock options convertible into 1,72,55,738 equity shares of the face value of INR 2/- (Rupees Two each fully paid-up), from time to time, in one or more tranches, to the person(s), who are the employees or Directors of the subsidiaries of the Company (present and future) as may be permissible under the SEBI Regulations (hereinafter also referred to as 'Eligible Employees'), but does not include an employee who is a promoter or a person belonging to the promoter group, independent director and/or a director(s) who either himself or through his relative or through any body-corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company, on such terms and conditions, as may be determined by the Board in accordance with the provisions of the ESOP Plan-2022 and as may be decided by the Board under, in such manner, during such period, in one or more tranches and on such terms and conditions including the price as the Nomination and Remuneration Committee of the Company may decide in accordance with the SEBI Regulations or other provisions of the law as may be prevailing at the relevant time."

	Particulars	E-VOTING	
		Number of member(s) voted	Votes held by them
	Number of Members & Shares held by them	642	30,16,88,494
Less:	Number of Members & Invalid/Rejected Votes	0	0
Less:	Number of Members & abstained from voting	0	0
Less:	Number of Members & Votes not exercised/ partially exercised	8*	6,51,299
	<b>No. of Valid Votes Cast</b>	<b>642*</b>	<b>30,10,37,195*</b>

\*8 (Eight) Members who hold 26,92,960 shares, have partially exercised their voting rights in favour of 12,23,567 shares, and against in respect of 8,18,094 shares and not exercised for 6,51,299 shares respectively.



Particulars	E-VOTING		
	Number of members voted	Votes cast by them	% of total number of valid votes cast
Favour	485	26,66,36,390	88.57
Against	157	3,44,00,805	11.43
<b>Total</b>	<b>642</b>	<b>30,10,37,195</b>	<b>100.00</b>

**Item No. 3:**

**To consider and if thought fit, to pass, the following Resolution as a Special Resolution:**

**"RESOLVED THAT** pursuant to applicable provisions of the Companies Act, 2013 ('the Act'), and the Rules thereunder, the Memorandum and Articles of Association of the Company, the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (hereinafter referred to as 'SEBI Regulations'), including any statutory modification(s) or re-enactment(s) of the Act, the Rules or the SEBI Regulations, for the time being in force and subject to such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company in its sole discretion (hereinafter referred to as the 'Board', which expression shall also include any committee thereof), consent of the members of Company be and is hereby accorded to the Board to set up an irrevocable employee welfare trust, under the name and style of Max Financial Employees Welfare Trust or such other name as the Board of the Company may deem expedient (hereinafter referred to as 'Trust') and delegate the administration of the ESOP Plan- 2022 to the Trust and allow it to acquire the equity shares of the Company from the secondary market to be held by the Trust which may be transferred to Eligible Employees of the Company and its subsidiary companies, present and future, on exercise of options in any permissible manner in terms of SEBI Regulations and that the Trust shall, subject to applicable laws, have the authority to avail loans/financial assistance from the Company and/or subsidiary companies, present and future, including availing loans from other lenders, from time to time and on such terms conditions as it may deem expedient to enable the Trust to purchase the equity shares of the Company from secondary market from time to time."

**"RESOLVED FURTHER THAT** the total number of equity shares under secondary acquisition to be acquired by the Trust for the Eligible Employees of the Company, its subsidiaries (present and future), shall not exceed, at any time, 1,72,55,738 Equity Shares of the Company of INR Rs. 2/- (Rupees Two Each), being 5% of the paid-up equity capital of the Company as at March 31, 2022."





**"RESOLVED FURTHER THAT** the number of equity shares of the Company that can be acquired by the Trust from the secondary market in any financial year shall not exceed 2% of the paid-up equity capital of the Company as at the end of the previous financial year."

**"RESOLVED FURTHER THAT** if due to any corporate action(s) such as rights issue, bonus issue, merger and sale of division, change in capital structure and others, if any, additional stock options of the Company are issued to the Eligible Employees pursuant to the ESOP Plan-2022 for the purpose of making a fair and reasonable adjustment to the stock options issued to them, the above ceiling of 5% of the paid-up equity capital shall be deemed to be increased or decreased in proportion to the expanded or reduced capital of the Company that results from the aforesaid corporate action(s)."

**"RESOLVED FURTHER THAT** in case the equity shares of the Company are either sub-divided or consolidated, the above ceiling of 5% of the paid-up equity capital shall automatically stand increased or reduced, as the case may be, in the same proportion as the present face value of INR 2/- (Rupees Two) per equity share bears to the revised face value of the equity shares of the Company after such sub-division or consolidation."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorised on behalf of the Company to do all the acts, deeds, matters and things as are necessary and settle any questions or difficulties that may arise to give effect to the above resolution without requiring any further consent or approval of the members of the Company in this regard."

	Particulars	E-VOTING	
		Number of member(s) voted	Votes held by them
	Number of Members & Shares held by them	643	30,16,88,514
Less:	Number of Members & Invalid/Rejected Votes	0	0
Less:	Number of Members & abstained from voting	0	0
Less:	Number of Members & Votes not exercised	8*	6,51,299
	<b>No. of Valid Votes Cast</b>	<b>643*</b>	<b>30,10,37,215*</b>

\*8 (Eight) Members who hold 26,92,960 shares, have partially exercised their voting rights in favour of 12,23,567 shares, and against in respect of 8,18,094 shares and not exercised for 6,51,299 shares respectively.



Particulars	E-VOTING		% of total number of valid votes cast
	Number of members voted	Votes cast by them	
Favour	483	26,61,93,734	88.43
Against	160	3,48,43,481	11.57
<b>Total</b>	<b>643</b>	<b>30,10,37,215</b>	<b>100.00</b>

14. Based on the aforesaid results, the resolutions as mentioned above shall be deemed to have been passed with requisite majority, on Monday, May 09, 2022, being the last date of remote e-voting for the members of the Company. Therefore the Chairman or any other person authorised by him may accordingly declare the result of Postal Ballot process.

Thanking You,

Yours faithfully,

Chandrasekaran Associates  
 Company Secretaries  
 FRN: P1988DE002500  
 Peer Review Certificate No.: 1428/2021




Shashikant Tiwari  
 Partner  
 Membership No.: A28994  
 Certificate of Practice No.: 13050  
 UDIN: A028994D000293711

Date: May 10, 2022  
 Place: Delhi




Countersigned by:

For and on behalf of  
 Max Financial Services Limited  
~~Chairman or Director~~ / Company  
 Secretary authorised by the  
 Chairman of the Company.