

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

April 6, 2020

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 Ventures and
Industries Limited
Railmajra, Tehsil
Balachaur, Distt.
Nawanshahr
Punjab - 144533

Dear Sir(s)/Madam,

Sub: DISCLOSURE OF REASONS FOR ENCUMBRANCE BY PROMOTERS

Ref: SEBI Circular No. SEBI/HO/CFD/DCR1/CIR/P/2019/90 dated August 7, 2019

With reference to the aforesaid SEBI Circular prescribing submission of additional disclosure of reasons for encumbrance by Promoters of Listed Entities, please find enclosed herewith the initial disclosure in Annexure II for Max Ventures and Industries Limited.

You are requested to take note of the above.

Thanking you.

Yours faithfully,

For **MAX VENTURES INVESTMENT HOLDINGS PRIVATE LIMITED**

Sd/-

ARVIND AGGARWAL
DIRECTOR

Encl.: as above

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 Ventures and Industries 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	7,28,36,286 % of total share capital – 49.68%
Encumbered shares as a % of promoter shareholding	a) Pledge of Shares - Nil b) Covenant with certain lenders to keep shares free from any encumbrance through non-disposal undertaking c) Covenant with certain lenders to continue to be legal and beneficial owners of certain number of shares (together with Siva Enterprises Private Limited)
Whether encumbered share is 50% or more of promoter shareholding	YES
Whether encumbered share is 20% or more of total share capital	YES

ANNEXURE - IIA**Name of the Promoter(s) / PACs whose shares have been encumbered**

S. NO.	NAME	NO. OF SHARES	%
1	ANALJIT SINGH	40,93,844	2.79
2	NEELU ANALJIT SINGH	47,501	0.03
3	PIYA SINGH	52,407	0.04
4	VEER SINGH	47,637	0.03
5	TARA SINGH VACHANI	47,501	0.03
6	MAX VENTURES INVESTMENT HOLDINGS PRIVATE LIMITED	4,93,37,874	33.65
7	SIVA ENTERPRISES PRIVATE LIMITED	1,91,46,045	13.06
8	RAVI VACHANI	63,477	0.04
	TOTAL	7,28,36,286	49.68

Details of all the existing events/ agreements pertaining to encumbrance

		Encumbrance 1	Encumbrance 2	Encumbrance 3	Encumbrance 4	Encumbrance 5
Date of creation of encumbrance		05-12-2018	03-05-2019	30-05-2019	19-03-2020	27-03-2020
Type of encumbrance (pledge, lien, negative lien, non-disposal undertaking etc. or any other covenant, transaction, condition or arrangement in the nature of encumbrance)		Non-Disposal undertaking	Non-Disposal undertaking	Non-Disposal undertaking	Undertaking to be owner of 26% shares in MVIL	Undertaking to be owner of 26% shares in MVIL
No. of shares encumbered		7,28,36,286	7,28,36,286	7,28,36,286	3,81,22,256	3,81,22,256
% of shares encumbered		49.68	49.68	49.68	26.00	26.00
Specific details about the encumbrance	Name of the entity in whose favour shares encumbered (X)	IDBI Trusteeship Services Ltd on behalf of KKR India Financial Services Pvt. Ltd.	IDBI Trusteeship Services Ltd on behalf of KKR India Debt Opportunities Fund II	IDBI Trusteeship Services Ltd on behalf of KKR India Financial Services Pvt. Ltd.	ICICI Bank Limited	ICICI Bank 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	No. Alternate Investment Fund	Yes	Yes	Yes
	Names of all other entities in the agreement	Icare Health Projects and Research Private Limited	Piveta Estates Private Limited	Piveta Estates Private Limited	1) Siva Enterprises Private Limited 2) Max Ventures and Industries Limited 3) Max Estates Limited 4) Pharmax Corporation Limited 5) Wise Zone Builders Private Limited	1) Siva Enterprises Private Limited 2) Max Ventures and Industries Limited 3) Max Estates Limited 4) Wise Zone Builders 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	Yes	No	No	No
	1. Name of the issuer		Piveta Estates Pvt. Ltd.			
	2. Details of the debt instrument		7,000 unrated unlisted redeemable Non-convertible debentures bearing a face value of Rs. 1,00,000 each.			
	3. Whether the debt instrument is listed on stock exchanges?		No			
4. Credit Rating of the debt instrument			The Debentures are not rated			
5. ISIN of the instrument			INE421Y07017			
Security Cover / Asset Cover	Value of shares on the date of event / agreement (A) (calculated basis closing price on NSE as on 27-03-2020)	2,22,51,48,537	2,22,51,48,537	2,22,51,48,537	1,16,46,34,924	1,16,46,34,924
	Amount involved (against which shares have been encumbered) (B)	99,00,00,000	70,00,00,000	2,35,00,00,000	45,00,00,000	86,00,00,000
	Ratio of A / B	2.25	3.18	0.95	2.59	1.35
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	Personal use by promoters and PACs	1) Borrower - Max Estates Limited 2) Purpose of raising money: Construction of Max House, Okhla 3) Repayment : In 108 EMIs	1) Borrower - Wise Zone Builders Private Limited 2) Purpose of raising money: Refinancing of Loan from Axis Bank Limited 3) Repayment : In 144 EMIs