



MAX SPECIALITY FILMS LIMITED

(CIN: U24100PB2012PLC036981)

Registered office: 419, Bhai Mohan Singh Nagar, Village Railmajra, Tehsil Balachaur, Nawan Shehar -144533 (Pb.)

Tel.No. : 01881-462000, 462001 Fax: 01881- 273607

Website: www.maxspecialityfilms.com

NOTICE

Notice is hereby given that Seventh (7th) Annual General Meeting of the members of **Max Speciality Films Limited** ('the Company') is scheduled to be held on Tuesday, September 24, 2019 at 1300 hrs at the Registered Office of the Company at 419, Bhai Mohan Singh Nagar, Village Railmajra, Tehsil Balachaur, Nawan Shehar, Punjab – 144533 to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2019 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mr. Sahil Vachani (DIN: 00761695), who retires by rotation and being eligible offers himself for re-appointment.

Special Business:

3. To appoint Mr. Kishansingh Ramsinghaney (DIN: 00329411) as Director.

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 152 and all other applicable provisions of the Companies Act, 2013 ('Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Kishansingh Ramsinghaney (DIN: 00329411), who was appointed as an Additional Director by the Board of Directors of the Company in terms of Section 161(1) of the Act with effect from April 2, 2019 and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act, proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company or any officer be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

4. To re-appoint Dr. Subash Khanchand Bijlani (DIN: 01040271) as an Independent Director.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Dr. Subash Khanchand Bijlani (DIN: 01040271), who was appointed as an Independent Director of the Company for a term of five years up to April 27, 2019 at the 2nd Annual General Meeting, in terms of Section 149 of the Companies Act, 2013 and who is eligible for re-appointment and meets the criteria for independence as provided in Section 149(6) of the Act and has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold

office for the second term of 5 (five) consecutive years commencing from April 28, 2019 upto April 27, 2024.

RESOLVED FURTHER THAT the Board of Directors of the Company or any officer be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

5. To re-appoint Mr. Kummamuri Narasimha Murthy (DIN: 00023046) as an Independent Director.

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

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (‘Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Kummamuri Narasimha Murthy (DIN: 00023046), who was appointed as an Independent Director of the Company for a term of five years up to June 29, 2019, by the members at the 2nd Annual General Meeting, in terms of Section 149 of the Companies Act, 2013 and who is eligible for re-appointment and meets the criteria for independence as provided in Section 149(6) of the Act and has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for the second term of 5 (five) consecutive years commencing from June 30, 2019 upto June 29, 2024.

RESOLVED FURTHER THAT the Board of Directors of the Company or any officer be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

6. To ratify the remuneration payable to the Cost Auditors of the Company for the financial year ending March 31, 2020.

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 148 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration of Rs.1,50,000/- (Rupees One Lakh Fifty Thousand only) plus applicable taxes and reimbursement of out of pocket expenses to M/s. Balwinder & Associates, Cost Accountants (Firm Registration Number 000201), appointed as the Cost Auditors by the Board of Directors of the Company, be paid to conduct the audit of the cost records of the Company for the financial year ending March 31, 2020, be and is hereby approved and ratified.

RESOLVED FURTHER THAT the Board of Directors of the Company or any officer be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**By Order of the Board
For Max Speciality Films Limited**

**Date : 31st July, 2019
Place : New Delhi**

**Registered office:
419, Bhai Mohan Singh Nagar,
Village Railmajra, Tehsil Balachaur,
Nawan Shehar -144533 (Pb.)**

**Sahil Jain
(Company Secretary)
ICSI Membership No. FCS-9011**

NOTES:

1. A Statement pursuant to Section 102(1) of the Companies Act, 2013 ('Act') relating to the Special Business items to be transacted at the Annual General Meeting ('AGM') is annexed hereto and forms part of this Notice.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM 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 ANY TIME BUT NOT LESS THAN 48 HOURS BEFORE THE TIME OF THE AGM. A FORMAT OF PROXY FORM IS ENCLOSED. PROXIES SUBMITTED ON BEHALF OF COMPANIES, SOCIETIES, ETC. TO ATTEND AND VOTE AT THE AGM ON THEIR BEHALF MUST BE SUPPORTED BY CERTIFIED COPY OF THE BOARD RESOLUTION/ AUTHORITY LETTER, AS APPLICABLE.

3. A person can act as a proxy on behalf of members not exceeding 50 (fifty) in number and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. Pursuant to Section 113 of the Companies Act, 2013, Corporate members intending to send their authorised representatives to attend the AGM are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the AGM.
5. Members are requested to bring their attendance slip along with their copy of Annual Report to the AGM.
6. The route map showing directions to reach the venue of the AGM is enclosed.
7. All the documents referred to in the Notice and other statutory records and registers shall remain open for inspection by the members at the Registered Office of the Company on all working days i.e. excluding Saturdays and Sundays, during business hours up to the date of the AGM and will also be made available for inspection by the members at the Annual General Meeting.
8. In terms of the provisions of the Act, the Company has established connectivity with National Securities Depository Ltd. (NSDL) and the Equity Shares of the Company are admitted to the Depository System vide **International Securities Identification Number (ISIN) - INE05PF01015**. Those shareholders who wish to get their shareholding in dematerialized form are now having an option to dematerialize their Equity Shares.
9. Members are requested to notify to the Company of their email address and any change in the correspondence address.
10. Members are requested to note that pursuant to Section 139 of the Companies Act, 2013 (the Act), M/s. S. R. Batliboi & Co. LLP, Chartered Accountants, (ICAI Firm Registration No. 301003E) were appointed as the Statutory Auditors of the Company by the members in their Annual General Meeting ("AGM") held on September 26, 2017 for a period of five years i.e. from the conclusion of 5th AGM till the conclusion of the 10th AGM of the Company to be held in the year 2022, subject to the ratification by the members at every AGM. However, in view of the notification dated May 07, 2018 issued by the Ministry of Corporate Affairs, requirement for ratification of appointment of auditor has been abandoned.
11. The information required as per Secretarial Standards on General Meeting issued by the Institute of Company Secretaries of India ('SS-2'), in respect of the proposed appointments is annexed as Annexure-1 to this notice.

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

Item No. 3

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Kishansingh Ramsinghaney (DIN: 00329411) as an Additional Director w.e.f. April 02, 2019.

Pursuant to the provisions of Section 161 of the Act, Mr. Kishansingh Ramsinghaney shall hold office upto the date of the ensuing Annual General Meeting. The Company has received notice in writing under the provisions of Section 160 of the Act from a member proposing his candidature for the office of Director of the Company, liable to retire by rotation. The Company has received from him (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014; and (ii) intimation in Form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under subsection (2) of Section 164 of the Act.

Keeping in view the vast experience and qualification of Mr. Kishansingh Ramsinghaney, the Board considers that his appointment as a Director of the Company would be of immense benefit to the Company. Accordingly, your Directors recommend his appointment as a Director of the Company who shall be liable to retire by rotation.

None of the Promoter, Director or Key Managerial Personnel or their relative(s) is in any way, concerned or interested, financially or otherwise, in the proposed resolution except Mr. Kishansingh Ramsinghaney.

The Board recommends the resolution as set out in Item No. 3 above for the approval of members as an Ordinary Resolution.

Item No. 4 & 5

In terms of the Companies Act, 2013, Dr. Subash Khanchand Bijlani (DIN: 01040271) and Mr. Kummamuri Narasimha Murthy (DIN: 00023046) were appointed as Independent Directors of the Company in the 2nd Annual General Meeting held on September 30, 2014 for five (5) consecutive years upto April 27, 2019 and June 29, 2019 respectively.

As per Section 149(10) of the Companies Act 2013, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for second term of upto five consecutive years on the Board of a Company.

Considering their expertise, vast experience and contribution and on the recommendation of Nomination and Remuneration committee considers that their continued association with the Company would be beneficial and it is desirable to continue to avail their valuable services as independent Board Members, the Board has appointed Dr. Subash Khanchand Bijlani in its meeting held on April 01, 2019 w.e.f April 28, 2019 and Mr. Kummamuri Narasimha Murthy in its meeting held on May, 15, 2019 w.e.f. April June 30, 2019.

The Company has received the consent in writing, declaration of independence and other relevant documents in this regard and in the opinion of the Board, both these directors fulfill the conditions for their appointment as Independent Directors as specified in the Act

Also, in terms of Section 160 of the Act, the Company has received notice in writing from a member proposing their candidature for the office of Independent Director.

The brief resume of the aforesaid directors along with other details required under Listing Regulations read with the provisions of the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ('SS-2') are enclosed as part of Annexure 1.

None of the Promoter, Director or Key Managerial Personnel or their relative(s) is in any way, concerned or interested, financially or otherwise, in the proposed resolutions as set out in Item Nos. 4 and 5, except both the appointees i.e Dr. Subash Khanchand Bijlani and Mr. Kummamuri Narasimha Murthy.

The Board recommends the resolution as set out in Item Nos. 4 and 5 of the Notice for the approval of members as Special Resolutions.

Item No. 6

The Board of Directors of the Company, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s. Balwinder & Associates, Cost Accountants (Firm Registration No. 000201) (Cost Auditors) to conduct the audit of the cost records of the Company for the financial year ending March 31, 2020 at a remuneration of Rs.1,50,000/- (Rupees One Lakh Fifty Thousand only) plus applicable taxes and reimbursement of out of pocket expenses. In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is required to be ratified by the shareholders of the Company at the AGM.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 6 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2020.

None of the Promoter, Director or Key Managerial Personnel or their relative(s) is in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the resolution as set out in Item No. 6 above for the approval of members as an Ordinary Resolution.

**By Order of the Board
For Max Speciality Films Limited**

Date : 31st July, 2019

Place : New Delhi

Registered office:

**419, Bhai Mohan Singh Nagar,
Village Railmajra, Tehsil Balachaur,
Nawan Shehar -144533 (Pb.)**

**Sahil Jain
(Company Secretary)
ICSI Membership No. FCS-9011**

ANNEXURE-1

INFORMATION OF DIRECTORS BEING APPOINTED / RE-APPOINTED AS REQUIRED UNDER SECRETARIAL STANDARD ON GENERAL MEETINGS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA, IN THE ORDER OF THE ITEMS MENTIONED IN THE NOTICE:

| Names | Mr. Sahil Vachani | Mr. Kishansingh Ramsinghaney |
|---|--|--|
| Designation | Non Executive Director (Chairman) | Non Executive Director |
| Date of Birth/ Age | 30.04.1983 / 36 Years | 13.04.1953 / 66 Years |
| Qualification | Bachelors' degree in management sciences from the University of Warwick, U.K. | Graduate in Mechanical Engineering from MREC, Jaipur. |
| Experience | <p>Mr. Sahil Vachani has a diverse experience across various sectors including consumer durables and real estate. He started his career as a banker with Citigroup in London, where he worked on mergers and acquisitions across the Middle East and Africa region.</p> <p>In the year 2004, he joined Dixon Technologies, a consumer appliance manufacturing firm as business head and setup new verticals across multiple locations and was involved in the launch of new products, setting up of new manufacturing facilities and establishing relationships with leading brands as customers.</p> <p>His next career progression was in the year 2008 as Co-founder and Managing Director of Dixon Appliances Pvt. Ltd – a complete solutions provider for home appliances to the largest brands in India. In this role, he was responsible for creating the business from inception including designing of products, building the team, setting up the manufacturing facility, running the operations and building relationships with leading brands in India such as Panasonic, Godrej, LG, among others. The Company emerged as the single largest third party contract manufacturer of washing machines for the Indian market. In July 2015, Mr. Vachani sold his shareholding in the company to pursue new opportunities.</p> | <p>He has 43 years of successful, result-oriented, high quality business experience in professionally managed corporate companies of repute including having Top Management exposure for last 25 years.</p> <p>Mr. Ramsinghaney started his career with Shriram Chemicals – a DCM group company, as Graduate Engineer Trainee. His longest spell of 33 years of business association has been with Max India Group. He worked as CEO of Max Speciality Films– a BOPP Films' manufacturing flexible packaging business and also worked as Managing Director of Max Atotech–a speciality plating chemicals producing Indo-German JV company, before working as Executive Director Infra, Commercial & Services for Max Healthcare in its first decade of evolution, as a Healthcare major in North India.</p> <p>He was among the first batch professionals in India, in 1994, to qualify as "Lead Assessor" for ISO 9000. He pioneered the ISO movement in Max India Group and also the 6-Sigma plus Service Quality implementation in Max Healthcare. He has championed ten green-fields projects including the five Super Speciality Hospitals with LEED Gold rating.</p> |
| Terms of Appointment | Liable to retire by rotation. | Liable to retire by rotation. |
| Remuneration last drawn | Nil | Not Applicable* |
| Disclosure of Relationship | He is not related to any Director / KMP of the Company. | He is not related to any Director / KMP of the Company. |
| Shareholding | 10 Equity Shares (held as nominees of Max Ventures and Industries Limited - Holding Company) | Nil |
| No. of Board Meetings attended during F.Y. 2018-19 | 4 | Not Applicable* |
| Other Directorships | <ol style="list-style-type: none"> 1) Max Financial Services Limited 2) Max Ventures and Industries Limited 3) TVP Investments Private Limited 4) Max Ventures Private Limited 5) Piveta Estates Private Limited 6) Vitasta Estates Private Limited 7) Trophy Estates Private Limited 8) Siva Realty Ventures Private Limited | <ol style="list-style-type: none"> 1) Pharmax Corporation Limited 2) Max Managers Welfare Private Ltd. 3) Wise Zone Builders Private Limited 4) Max Estates Limited 5) Max Asset Services Limited |

| | 9) Hometrail Properties Private Limited 10) Max Life Insurance Company Limited 11) Siva Enterprises Private Limited 12) Wegmans Business Park Private Limited 13) Max I. Limited 14) SKA Diagnostic Private Limited 15) Max Skill First Limited | | | | | |
|---|---|---------------------------------|-------------|---------------------|-----------------------|-------------|
| Other Committee Memberships/ Chairmanship | Name of the Company | Name of the Committee | Designation | Name of the Company | Name of the Committee | Designation |
| | Max Ventures and Industries Limited | Stakeholders Relationship | Member | NIL | | |
| | | Investment and Finance | Member | | | |
| | | Corporate Social Responsibility | Member | | | |

*Appointed as Additional Director by the Board w.e.f. April 02, 2019.

| Names | Dr. Subash Khanchand Bijlani | Mr. Kummamuri Narasimha Murthy |
|--------------------|--|---|
| Designation | Independent Director | Independent Director |
| Date of Birth/ Age | 06.09.1942 / 76 Years | 13.08.1957 / 61 Years |
| Qualification | B.SC. Tech. (Mech. Eng.) from Manchester, UK, Post Graduate Diploma in Computer Management, Mumbai University, Post Graduate Diploma in Finance from Punjab University and Doctorate of Management (D.M.) from Maryland, USA. | B.Sc., F.C.A., F.C.M.A |
| Experience | He is having a rich experience of more than 50 Years in industrial and operational management, strategic management and International management. He has been a national consultant in United Nations Conference on Trade and Development, international consultant on behalf of World Intellectual Property Organisation to the Government of Nepal to provide assistance in establishing and upgrading the system for promotion of inventions and innovations. | Mr. K. Narasimha Murthy entered the profession of Cost & Management Accountancy in 1983. He has been associated with the development of Cost & Management Information Systems for more than 150 companies across more than 45 industries. In addition, he has been closely involved in turning around multiple large corporates, focusing on systems improvement with a cost optimization approach. He has been associated with more than 28 High Level Committees as Chairman / Member both at the National and State level, including Prasara Bharati Restructuring Committee, Expert Committee on Common Wealth Games, Restructuring Committee of State Level PSUs, Expert Committee on Co-op. Credit Institutions, Fiscal Reforms Implementation Committee, TTD Investment Committee – Tirupati, among others. He is also associated with the development of Cost Accounting Record Rules for many industries as a member of Informal Advisory Committee, Department of Corporate Affairs, Government of India. His contribution to the Costing & Management Accounting profession in India has been recognized by the Institute of Cost & Works Accountants of India (ICWAI) which honoured him with a citation in October 2007. |

| | | | | | | | |
|---|--|---|---|-------------------------------------|---------------------------------|-------------------------|---------------------------|
| | | Mr. K. N. Murthy, has previously held board positions at Oil and Natural Gas Corporation Ltd., IDBI Bank Ltd., LIC Housing Finance Ltd., UTI Bank Ltd., Unit Trust of India, AP State Finance Corporation, NABARD Board of Supervision, among others. | | | | | |
| Terms of Appointment | Re-appointed for another term of five consecutive years, not liable to retire by rotation. | | Re-appointed for another term of five consecutive years, not liable to retire by rotation. | | | | |
| Remuneration for F.Y. 2018-19 | Rs. 10.00 Lakhs (Sitting Fees for attending Board/ Committee Meetings). | | Rs. 12.00 Lakhs (Sitting Fees for attending Board/ Committee Meetings). | | | | |
| Disclosure of Relationship | He is not related to any Director / KMP of the Company | | He is not related to any Director / KMP of the Company | | | | |
| Shareholding | Nil | | Nil | | | | |
| No. of Board Meetings attended during FY 2018-19 | 4 | | 4 | | | | |
| Other Directorships | 1) Vardhman Textiles Limited 2) Magnus Consulting Private Limited (Strike Off) | | 1) Max India Limited 2) Max Ventures and Industries Ltd. 3) Infiniti Retail Limited 4) STCI Finance Limited 5) Max Bupa Health Insurance Company Ltd. 6) Max Healthcare Institute Limited 7) Srikari Management Consultants Pvt. Ltd. 8) Max Life Insurance Company Limited 9) Saket City Hospitals Private Limited | | | | |
| Other Committee Memberships/ Chairmanship | Name of the Company | Name of the Committee | Designation | Name of the Company | Name of the Committee | Designation | |
| | Vardhman Textiles Ltd. | Audit | Member | Max Ventures and Industries Limited | Nomination & Remuneration | Chairman | |
| | | | | | | Investment and Finance | Member |
| | | | | | | Audit | Member |
| | | | | | | Infiniti Retail Limited | Nomination & Remuneration |
| | | | | Audit and Ethics | Member | | |
| | | | | Corporate Social Responsibility | Member | | |
| | | | | STCI Finance Limited | Audit | Chairman | |
| | | | | | Credit Investment | Member | |
| | | | | | Corporate Social Responsibility | Member | |
| | | | | Max Bupa Health | Audit & Ethics | Chairman | |

| | | | | | | |
|--|--|--|--|---------------------------------|--|--|
| | | | | Insurance Company Ltd. | Nomination & Remuneration Risk Management | Chairman Member |
| | | | | Max Healthcare Institute Ltd. | Audit Nomination & Remuneration | Chairman Chairman |
| | | | | Max Life Insurance Company Ltd. | Audit & Ethics Nomination & Remuneration With Profits Risk Management | Chairman Member Chairman Chairman |

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]

MAX SPECIALITY FILMS LIMITED

(CIN: U24100PB2012PLC036981)

Registered office: 419, Bhai Mohan Singh Nagar, Village Railmajra, Tehsil Balachaur,
Nawan Shehar -144533 (Pb.)

Tel. No : 01881-462000, 462001 Fax: 01881- 273607 ; Website: www.maxspecialityfilms.com



| | | | |
|------------------------|--|-------------------------------|--|
| Name of the member (s) | | E-mail Id | |
| Registered address | | DP ID/Client Id/ Folio No. | |

I/We, being the member (s) holding _____ shares of the above named company, hereby appoint:

- Name : _____ Address _____ E-mail Id: _____
:

- or failing him/ her
- Name : _____ Address _____ E-mail Id: _____
:

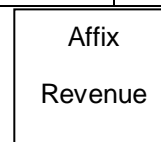
- or failing him/ her
- Name : _____ Address _____ E-mail Id: _____
:

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the Seventh (7th) Annual General Meeting of the Company, to be held on Tuesday, September 24, 2019 at 1300 hrs at 419, Bhai Mohan Singh Nagar, Village Railmajra, Tehsil Balachaur, Nawan Shehar, Punjab-144 533 and at any adjournment thereof in respect of such resolutions as are indicated below:

| Resolut ion No. | Resolutions | Vote (Optional, See Note 4) | | |
|--------------------------|--|-----------------------------|---------|---------|
| | | For | Against | Abstain |
| Ordinary Business | | | | |
| 1 | To receive, consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2019 and the Reports of the Board of Directors and Auditors thereon. | | | |
| 2 | To appoint a director in place of Mr. Sahil Vachani (DIN: 00761695), who retires by rotation and being eligible offers himself for re-appointment. | | | |
| Special Business | | | | |
| 3 | To appoint Mr. Kishansingh Ramsinghaney (DIN: 00329411) as Director. | | | |
| 4 | To re-appoint Dr. Subash Khanchand Bijlani (DIN: 01040271) as an Independent Director. | | | |
| 5 | To re-appoint Mr. Kummamuri Narasimha Murthy (DIN: 00023046) as an Independent Director. | | | |
| 6 | To ratify the remuneration payable to the Cost Auditors of the Company for the financial year ending March 31, 2020. | | | |

Signed this.....day of2019

Signature of Proxy holder(s).....



Signature of Shareholder.....

Notes:

- 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.
- Signature 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", "Against" or "Abstain" columns blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.



MAX SPECIALITY FILMS LIMITED

(CIN : U24100PB2012PLC036981)

Registered office: 419, Bhai Mohan Singh Nagar , Village Railmajra, Tehsil Balachaur, Nawan Shehar-144533 (Pb.)

Tel. No. : 01881-462000, 462001 Fax: 01881- 273607

Website: www.maxspecialityfilms.com

SEVENTH (7th) ANNUAL GENERAL MEETING - 2019

ATTENDANCE SLIP

1. Name(s) of Member(s) including joint holders, if any (in Block Letter(s)) :

2. Registered Address of the Sole/First named Member :

3. Registered Folio No :

4. Number of Shares held :

I hereby record my presence at the Seventh (7th) Annual General Meeting of Max Speciality Films limited held on Tuesday, September 24, 2019 at 1300 hrs at 419, Bhai Mohan Singh Nagar, Village Railmajra, Tehsil Balachaur, Nawan Shehar -144533 (Pb.).

**Shareholder's /Proxy's
name in Block Letters**

**Shareholder's Folio/DP ID-
Client ID No.**

**Shareholder's /Proxy's
Signature**

Note:

1. Please complete the aforesaid information, sign this Attendance Slip and hand it over at the Attendance Verification Counter at the entrance of the meeting hall.

ROUTE MAP OF THE AGM VENUE

Venue : Registered Office of the Company
419, Bhai Mohan Singh Nagar ,
Village Railmajra, Tehsil Balachaur,
Nawan Shehar, Punjab – 144533

