

MAX HEALTHCARE INSTITUTE LIMITED
CIN U72200DL2001PLC111313
Regd. Office: N-110, Panchsheel Park, New Delhi - 110017, India
Email Id- secretarial@maxhealthcare.com; Phone: 91-11-46097200
Website: www.maxhealthcare.com

NOTICE TO MEMBERS

NOTICE is hereby given that the **17TH ANNUAL GENERAL MEETING (“AGM”)** of the members of **Max Healthcare Institute Limited** will be held on **Friday, September 28, 2018**, at **1130 Hrs** at the registered office of the Company at **Ground Floor, Conference Room, N -110, Panchsheel Park, New Delhi - 110017, India** (route map enclosed) to transact the following businesses:

Ordinary Business:

1. To receive, consider and adopt:
 - a) the Standalone Audited Financial Statements of the Company for the Financial Year ended March 31, 2018, and the Reports of Directors and Auditors thereon.
 - b) the Consolidated Audited Financial Statements of the Company for the Financial Year ended March 31, 2018 and Auditors' Report thereon.
2. To appoint a Director in place of Mr. Adam Mills Pyle (DIN 07634698) who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Petrus Phillippus Van Der Westhuizen_(DIN 06877878) who retires by rotation and being eligible, offers himself for re-appointment.
4. To fix the remuneration of M/s S.R. Batliboi & Co. LLP (ICAI Registration No. 301003E) (previously S.R. Batliboi & Co.), Chartered Accountants for the FY 2018-19. The following resolution may be passed with or without modification/s as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to Section 142 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Rules made thereunder, as amended from time to time, the Board of Directors of the Company be and are hereby authorized to fix such remuneration (plus applicable taxes besides reimbursement of out of pocket expenses) that may be incurred in connection with the audit, for the financial year ending March 31, 2019, as may be recommended by the Audit Committee in consultation with the Statutory Auditors.”

Special Business:

5. **Appointment of Ms. Tara Singh Vachani as a Director**

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

"RESOLVED THAT Ms. Tara Singh Vachani (a nominee of Max India Limited) (DIN 02610311), who was appointed as an additional director by the Board of Directors of the Company, with effect from October 24, 2017 and whose term of office as Director expires as per Section 161(1) of the Companies Act, 2013 ("the Act"), at this Annual General Meeting and in respect of whom, the Company has received a notice in writing under Section 160 of the Act, proposing her candidature for the Office of Director, and her appointment is also recommended by Nomination and Remuneration Committee and the Board of Directors of the Company, be and is hereby appointed as a Director of the Company."

"RESOLVED FURTHER THAT pursuant to Section 152 of the Act, Ms. Tara Singh Vachani shall be liable to retire by rotation."

"RESOLVED FURTHER THAT the Directors and the Company Secretary, of the Company, be and are hereby severally authorized to do all such acts, deeds and things and to execute all documents and papers as may be necessary, proper, desirable or expedient to give effect to this resolution."

6. Appointment of Dr. Shrey Balaguru Viranna as a Director

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

"RESOLVED THAT Dr. Shrey Balaguru Viranna (a nominee of Life Healthcare International (Proprietary) Limited) (DIN 08102893), who was appointed as an additional director by the Board of Directors of the Company, with effect from April 17, 2018, and whose term of office as Director expires as per Section 161(1) of the Companies Act, 2013 ("the Act"), at this Annual General Meeting and in respect of whom, the Company has received a notice in writing under Section 160 of the Act, proposing his candidature for the office of Director, and his appointment is also recommended by Nomination and Remuneration Committee and the Board of Directors of the Company, be and is hereby appointed as a Director of the Company."

"RESOLVED FURTHER THAT in terms of the Articles of Association of the Company, Dr. Shrey Balaguru Viranna shall be non retiring director."

"RESOLVED FURTHER THAT the Directors and the Company Secretary, of the Company, be and are hereby severally authorized to do all such acts, deeds and things and to execute all documents and papers as may be necessary, proper, desirable or expedient to give effect to this resolution."

7. **Terms of remuneration payable to Mr. Rajit Mehta as Managing Director & Chief Executive Officer (“MD & CEO”) of the Company for the period starting from April 1, 2018 till March 31, 2019**

To consider and if thought fit, to pass the following resolution with or without modification/s, as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule V to the Act and the Rules made there under, as amended from time to time, the consent of members of the Company be and are hereby accorded to the following terms of remuneration for Mr. Rajit Mehta (DIN 01604819) as Managing Director & Chief Executive Officer (“MD & CEO”) of the Company, for the period starting from April 1, 2018 till March 31, 2019:

- (a) **Fixed Pay:** (including but not limited to Basic, House Rent Allowance/Company owned or leased accommodation including house maintenance, Provident Fund and Gratuity, perquisites and allowances viz., leave travel allowance, company owned assets including company car, furniture and appliances, car lease rentals, if any, fuel reimbursements, vehicle maintenance, driver facility, children education allowance, management allowance and medical reimbursements etc.) of INR 3,43,80,000 (Indian Rupees Three Crores Forty Three Lacs Eighty Thousand only) per annum. The perquisites shall be evaluated as per Income Tax Rules, wherever applicable and in the absence of any such rule, they shall be evaluated at actual cost.
- (b) **Variable Pay:** Performance based variable pay, which will be objective, transparent and measurable and shall be based on the Company’s Measures of Success (MoS) achievement linked variable pay parameters.

The Variable Pay for FY 2018 -19, shall be based on the relevant individualized Variable Pay Grid applicable to Mr. Mehta for the said performance year and would be determined basis individual performance and company performance.

- (c) In addition to the remuneration and perquisites to be paid as aforesaid, Mr. Rajit Mehta 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, club memberships and any other benefits / perquisites / retiral benefits 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 the Directors and the Company Secretary, of the Company, be and are hereby severally authorized to do all such acts, deeds and things

and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution."

8. **Ratification of remuneration payable to M/s Chandra Wadhwa & Co., Cost Accountants, appointed as Cost Auditor of the Company for FY 2018-19**

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 Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Record & Audit) Rules, 2014, (including any statutory modification(s) or re-enactment thereof, for the time being in force, the members of the Company hereby ratifies the remuneration of INR 4,95,000 (Indian Rupees Four Lacs Ninety Five Thousand Only) plus applicable taxes besides reimbursement of out of pocket expenses that may be incurred in connection with the audit, to be paid to M/s Chandra Wadhwa & Co., Cost Accountants (Firm Registration Number 000239), appointed as the Cost Auditors of the Company by the Board of Directors to conduct the audit of the cost records of the Company for the Financial Year ending March 31, 2019.”

“RESOLVED FURTHER THAT the Board of Directors and the Company Secretary, of the Company be and are hereby severally authorized to do all such acts, deeds and things and to sign all such forms, documents and papers as may be necessary to give effect to the above resolution.”

9. **Offer and issue of non-convertible debentures**

To consider and if thought fit, to pass the following resolution with or without modification/s, as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder including any amendment, modification, variation or re-enactment to any of the foregoing and other applicable rules / regulations / guidelines and the provisions of the Memorandum of Association and Articles of Association of the Company, as amended from time to time and the provisions of the Foreign Exchange Management Act, 1999, as amended or restated, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended or restated, and such other statutes, notifications, circulars, rules and regulations as may be applicable and relevant, each as amended or restated, and subject to such approvals, permissions, consents and sanctions as might be required from any regulatory authority and subject to such conditions and modifications as may be prescribed by such regulatory authority while granting such approvals, consents, permissions and sanctions, and which may be agreed to by the Board of Directors of

the Company (hereinafter referred to as the “Board”, which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board under this resolution), the consent of the members of the Company be and are hereby accorded to invite or offer or issue Redeemable Non-Convertible Debentures (NCDs), secured or unsecured in one or more series / tranches aggregating up to an amount not exceeding INR 550 crores (Indian Rupees Five Hundred Fifty Crores only) on a private placement basis, during a period of one year from the date of passing this resolution, on such terms and conditions, as the Board may, from time to time, determine and consider proper and most beneficial to the Company including as to when the said NCDs be issued, the consideration for the issue, utilisation of the issue proceeds and all matters connected with or incidental thereto, subject to the total borrowing of the Company not exceeding the borrowing powers approved by the shareholders under section 180(1)(c) of the Act.”

“RESOLVED FURTHER THAT for the purpose of giving effect to Private Placement of secured or unsecured NCDs as aforesaid, the Board be and is hereby authorized to finalise the terms of the issue, to negotiate, finalize, modify, execute and deliver all transaction documents (including documents for securing the Debentures) and other contracts, agreements deeds, appointment letters, engagement letters, agreements and all other deeds, documents and instruments as may be required or desirable in connection with the issue of the said Debentures by the Company (including approving any amendments or modifications thereto), to approve the Private Placement Letter of Offer (“LOF”), issue any declaration / undertaking required to be included in the LOF and other regulatory requirements for the time being in force and to do all such acts, deeds and things and to sign all such documents, papers and writings as may be necessary to give effect to the foregoing resolution.”

**By order of the Board
For Max Healthcare Institute Limited**

Date: August 2, 2018

New Delhi

**sd/-
Ruchi Mahajan
Company Secretary
FCS 5671**

NOTES:

1. *A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS*

NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY.

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. THE INSTRUMENT OF PROXY IN ORDER TO BE EFFECTIVE, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED, NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

2. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company (i.e. 9.00 AM till 6.00 PM), provided that not less than three days of notice in writing is given to the Company.
3. Corporate members intending to send their authorized representatives to attend the AGM are requested to send a duly certified copy of their Board Resolution authorizing their representatives to attend and vote at the AGM.
4. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") is annexed hereto and forms part of this Notice.
5. The Register of Directors & KMPs and their shareholding maintained under Section 170 of the Act and the Register of Contracts or Arrangement in which Directors are interested maintained under Section 189 of the Act, will be available for inspection by the members at the AGM.
6. Pursuant to Section 118 (10) and other applicable provisions of the Act read with Revised Secretarial Standards for General Meetings (SS-2), the details of directors seeking appointment / reappointment and / or fixation of remuneration of Directors (including Managing Director or Whole time Directors) are given as a separate Annexure 1 to this Notice.
7. Members may also note that the Notice of the 17th AGM is also available on the Company's website www.maxhealthcare.in for their download.
8. The members may please note that, in terms of the provisions Section 139 of the Act read with the Rules, the Board of Directors of the Company in their meeting held on May 8, 2018, recommended the ratification of appointment of M/s. S.R. Batliboi & Co. LLP ("SRBC") as the Statutory Auditors of the Company, to hold the office from the conclusion of 17th AGM of the Company till the conclusion of 18th AGM to be held in the year 2019.

However, as per Companies Amendment Act, 2017 notified on 7th May, 2018, the Statutory Auditors' appointment shall not be subject to ratification by the shareholders of the Company in every AGM. Accordingly, the ratification of



appointment of SRBC as recommended by the Board as referred above at the ensuing AGM is not required and only remuneration of the Statutory Auditors will be decided at the ensuing AGM.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND RULES MADE THEREUNDER, IN RESPECT OF SPECIAL BUSINESS

Item No. 5

The members may please note that, in terms of clause 35 (a) (ii) of the Articles of Association of the Company ("AOA"), Max India Limited had nominated Ms. Tara Singh Vachani as a non executive director of the Company and accordingly, the Board of Directors of the Company in their meeting held on October 24, 2017, had appointed Ms. Tara Singh Vachani as an additional director of the Company in terms of Section 161 (1) of the Act.

Further, as per Section 161(1) of the Act, the term of office of directorship of Ms. Tara Singh Vachani shall expire at the ensuing AGM of the Company. The Company has received notice in writing from Ms. Tara Singh Vachani in terms of Section 160 of the Act, proposing her candidature for the office of Director of the Company and the same has been recommended by the Nomination & Remuneration Committee and the Board of Directors of the Company in their respective meetings held on August 1 and August 2, 2018.

In terms of Section 152 of the Act, Ms. Tara Singh Vachani shall be liable to retire by rotation.

It is strongly believed that the Company would be benefitted by way of strategic guidance, leadership and wider perspective in Board's deliberation with the appointment of Ms. Tara Singh Vachani as a Board Member of the Company.

Accordingly, the Board of Directors of the Company recommends the appointment of Ms. Tara Singh Vachani as a Director of the Company in terms of Section 160 of the Act for approval of members of the Company as an Ordinary resolution.

The documents referred above are available for inspection in physical form during normal business hours (9.00 AM till 6.00 PM) on any working day, excluding holidays at the registered office of the Company and copies thereof shall also be made available for inspection at the ensuing AGM.

The detailed profile of Ms. Tara Singh Vachani along with other relevant details as required under Secretarial Standards for general meetings (SS-2) is provided under Annexure -1 to this Notice.

Except Ms. Tara Singh Vachani, being an appointee and Max India Limited (being one of the Promoters of the Company), none of the Promoters, Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at item no. 5.

Item No. 6

The members may please note that, in terms of clause 35 (a) (ii) of the Articles of Association of the Company (“AOA”), Life Healthcare International (Proprietary) Limited (“LHC”) had nominated Dr. Shrey Balaguru Viranna as a non executive director of the Company and accordingly, in terms of Section 161(1) of the Act, Dr. Shrey, was appointed as an additional director of the Company w.e.f. April 17, 2018, whose term of office shall expire at the ensuing AGM of the Company.

The Company has received notice in writing from Dr. Shrey in terms of Section 160 of the Act, proposing his candidature for the office of Director of the Company and the same has been recommended by the Nomination & Remuneration Committee and the Board of Directors of the Company in their respective meetings held on August 1 and August 2, 2018.

In terms of the covenants entered into between the Company, LHC and Max India Ltd., Dr. Shrey shall be a non-retiring director.

It is strongly believed that the Company would be benefitted by way of strategic guidance, leadership and wider perspective in Board’s deliberation with the appointment of Dr. Shrey as a Board Member of the Company.

Accordingly, the Board of Directors recommends the appointment of Dr. Shrey as a Director of the Company in terms of Section 160 of the Act for approval of members of the Company as an Ordinary resolution.

The documents referred above are available for inspection in physical form during normal business hours (9.00 AM till 6.00 PM) on any working day, excluding holidays at the registered office of the Company and copies thereof shall also be made available for inspection at the ensuing AGM.

The other relevant detail as required under Secretarial Standards for general meetings (SS-2) is provided under Annexure -1 to this Notice.

Except Dr. Shrey Balaguru Viranna, being an appointee and LHC (being one of the Promoters of the Company), none of the Promoters, Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at item no. 6.

Item No. 7

The members may please note that Mr. Rajit Mehta was appointed as a Managing Director & CEO of the Company for a period of 5 years w.e.f April 1, 2015 and the terms of his remuneration for FY 2017 -18 was approved by the Board of Directors of the Company in their meeting held on May 23, 2017.

Under his leadership, the Company has made remarkable progress and in an increasingly competitive environment, Mr. Mehta has capably led the organization to overcome a multitude of challenges.

Mr. Mehta has set the Company on the path to build a culture centered on the core values of sevabhav, excellence, credibility and enhance overall governance of the business. Mr. Mehta is a valued member of the Max Group top team and will be critical to delivering the performance and growth aspiration of the Company.

In recognition of his performance and contribution, based on the recommendations by the Nomination & Remuneration Committee and subject to the approval of members of the Company, the Board of Directors of the Company had, in its meeting held on May 8, 2018 approved the terms of his remuneration for the period starting from April 1, 2018 till March 31, 2019, as set out at the Resolution no. 7 of this notice.

Further, it may please be noted that other terms and conditions of his appointment as approved by the Board and shareholders in their respective meetings held on March 25, 2015 and September 28, 2015 shall remain same and he will continue to hold such number of valid employee stock options and / or Phantom Stock Options as may be decided by the Board from time to time in terms of the Company's Policy for the time being in force.

The proposed remuneration of Mr. Rajit Mehta, is aligned with the current and emerging remuneration practices and trends for similar positions in the corporate sector in India as well as the key components of the remuneration policy criteria prescribed under the Companies Act, 2013 ("the Act").

The following additional information as required by Schedule V to the Act, is given below:

I General Information about the Company

➤ Nature of Industry:

The Company is a Healthcare Service provider offering all three levels of medical care - primary, secondary and tertiary.

➤ Date of commencement of Commercial Production:

The healthcare business of Max India Limited, the erstwhile holding Company of your Company, was transferred to the Company effective March 31, 2002. The first facility of the healthcare business was operational in January 2001.

- In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: NOT APPLICABLE
- Financial performance (on standalone basis) based on given indicators as per Audited Financial Results for the year ended March 31, 2018:

<u>Particulars</u>	(INR in Crores) <u>For the year ended 31.03.2018</u>
Turnover and other income	1112.00
Net profit / (loss) after tax	(27.66)

- Foreign investments or Collaborators, if any:

As on date, Life Healthcare International (Proprietary) Limited (previously Tedo Beleggings 163 Proprietary Limited), is holding 266,997,937 equity shares of INR 10 each, constituting 49.70% of the total paid-up equity share capital of the Company.

II Information about the appointee

Brief Profile of Mr. Rajit Mehta

Background details, recognition or awards, job profile and his suitability, past remuneration and remuneration proposed:

Mr. Rajit Mehta aged about 56 years, is a graduate in Commerce, post graduate in Human Resources and has also attended an Advanced Management Program at INSEAD – France. His total experience spans more than 3 decades.

He was appointed as a Board member of the Company designated as Dy. Managing Director w.e.f March 31, 2014. Later on, in recognition of his performance and contribution, he was promoted to Managing Director & CEO of the Company w.e.f April 1, 2015.

As the MD& CEO of Max Healthcare, he provides strong leadership in helping the Company in achieving its vision of being the most admired healthcare company in India known for clinical and service excellence. He has led the transformation journey of the company for the last few years, which included hiring and retaining a strong team, significant enhancement of clinician bench strength, implementing a strong cost management program, revamp of the Sales and marketing architecture, thereby delivering a healthy growth trajectory.

Under his leadership, the Company has established a strong reputation across North India and has also been awarded the "Healthcare Brand of the year 2016" at the IHW summit. Under his leadership, the Company has adopted the 5C framework (Care, Clinical excellence, Cohesion, Commitment and Compliance) to transform and align



execution. Several transformative initiatives have been implemented to impact Patient Safety & Experience, Clinical excellence and to build a strong Sevabhav ethic.

Further, the Company has adopted the mantra of "Chasing Zero" and has become the first and only network in India to electronically monitor the 4 major hospital acquired infections thereby drastically reducing the incidence of these infections. It is also the first network to have a third party monitoring of Patient satisfaction which has facilitated improvements in process efficiencies and has helped bring down complaint rates substantially.

Also, under his leadership, the Company has made two large acquisitions which have significantly increased its footprint in NCR and has also seeded alternate business models in Home Care, Diagnostics and Oncology day care, keeping in mind emerging trends and to secure future growth.

He is also a Non-Executive Director in various Companies and is a trustee of the Max India Foundation – the CSR arm for the Max Group of Companies. Rajit is the Chairman of the Northern Region Healthcare Council of CII and is also the Secretary for NATHEALTH, an association of Health care providers in India.

Prior professional experience

Prior to Max Healthcare, Mr. Mehta was associated with Max Life Insurance Company Limited ("MLIC). He was a founder member of MLIC and has been instrumental in helping MLIC become an admired and profitable Company. During his tenure at MLIC, he undertook additional responsibilities as the Chief Transformation Officer and provided oversight on execution of key initiatives; designing and implementing new work systems; aligning key stakeholders; rationalising the cost structure to improve profitability; and laying down a comprehensive change management agenda. Rajit has played a strategic role in helping Max Life expand its distribution footprint across India including facilitating a project to "Revamp Sales processes". The project culminated in him co-authoring a book titled "Growth Leadership Practices at Max Life".

During his tenure as Chief Operating Officer, MLIC progressed its Quality & Service Excellence journey. This included putting a Service Blueprint in place, implementing a comprehensive outsourcing strategy to impact customer experience and cost and embedding the MPEF framework in the business.

He also mentored the setting up of Max Skill First (MSF), which is now providing learning and skilling to all Max India companies as well as to a few external organisations in the financial services space. MSF also runs a diploma program for paramedics and technicians to cater to the ever growing demand of healthcare workers in India.

Prior to Max Life, Mr. Rajit Mehta was the Director – Human Resources at Bank of America (January 1992 to September 2000) and has earlier worked with HCL, a leading IT company. His total experience spans 31 years. At Bank of America, he was part of the team which set up the Retail Division and was also involved in managing two large exit programs including sale of the Retail division to ABN Amro Bank. At the bank, he was also involved in several training initiatives across Asia.

Past remuneration:

The remuneration for the performance year 2017-18 is as follows:

Terms	Amount (in INR per annum)
Fixed Pay: (including but not limited to Basic, House Rent Allowance/Company owned or leased accommodation including house maintenance, Provident Fund and Gratuity, perquisites and allowances viz., leave travel allowance, company owned assets including company car, furniture and appliances, car lease rentals, if any, fuel reimbursements, vehicle maintenance, driver facility, children education allowance, management allowance and medical reimbursements)	3,00,00,000
Variable compensation/performance incentive	Rs. 88,14,000

In addition to the remuneration and perquisites as aforesaid, Mr. Rajit Mehta was 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, club memberships and any other perquisites / retiral benefits as per the policy / rules of the Company in force and/or as may be approved by the Board / Committee, from time to time and the facility of mobile phones / other communication instruments, including telephones installed at his residence.

Further, in terms of clause 18(i) of the Employee Stock Options Scheme 2006 of the Company (amended on March 1, 2016), he opted for deferred compensation in respect of 3,00,000 stock options granted to him on March 25, 2015 @ INR 64.60 per stock options.

Proposed Remuneration

Salary, variable pay and other benefits as detailed in the enclosed resolution set out at item no. 7 of this notice.

Comparison with Industry

The 'Remuneration Profile' of Mr. Rajit Mehta on a comparative basket of companies comprising multinationals and high performing Indian companies from the services sector, which have a global presence and turnover in excess of INR 1000 crore. Individual specific remuneration is an outcome of a strategic Human Capital Initiative, which measures 'Competency Profiles' for each person and rates the individual vis-à-vis the standard required for the job. The eventual pricing matrix is then a function of this rating, which is superimposed on the target market price, currently benchmarked at the 'Top Quartile'.

III. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:

Except the remuneration received from the Company as MD& CEO, he doesn't have any pecuniary relationship directly or indirectly with the Company, or relationship with the Director / KMP / managerial personnel of the Company. He does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

IV. Other Information: Reasons for loss or inadequate profits, steps taken or proposed to be taken for improvement, expected increase in productivity and profits in measurable terms:

The Company has reported cash profits of INR 23.31 Crores during the year. However, it continues to report net loss and the reasons for loss or inadequate profits are as given below:

- 1 Launch of hospitals: New Hospital projects in Healthcare industry involve substantial capital investment and are characterized by long gestation periods, resulting into losses in the initial years and gradual growth of business/ revenue. The launch of hospitals during 2011-12 period has adversely affected overall profitability of the Company, as expected. Further, the company has made significant outlay in 2015 (~Rs 572 Crores) for purchase of controlling stake in two healthcare companies in order to expand its footprint.
- 2 The financial performance during the year was also impacted by regulatory actions taken by both Central and State Government and the unfortunate incident in one of the hospitals, which generated negative publicity. The drastic cut in prices of stents earlier in Feb, 2017, fixation of prices of knee joints under DPCO and Minimum wage revision by Delhi Government in March, 2017 and spiral impact it had on other cadre of employees impacted margin and profitability. In addition, the stalemate with GIPSA, which has a market share of 65% in insurance segment regarding tariff revision and closure of cashless facility for its insured patients, impacted both revenue and profitability.

- 3 Price increase and Employee Costs: Given the nature of industry and larger issues like affordability, accessibility to healthcare - the price increases are kept at minimal. However, at the same time due to rising demand for professional doctors/nurses/paramedical staff, the Company is spending higher amount on employee benefits including salary, skilling etc. The Company do expect that in the coming years, the increased productivity and relative market share of the Company's hospital will enable it to improve the equations.
- 4 The company faces stiff competition from leading hospitals and medical Centers in the region.

Steps taken or proposed to be taken for improvement:

The Company has taken the following steps for stemming losses and improving its profitability:

1. With the support of skilled doctors, dedicated to quality patient care and modern, patient-centric hospital facilities and a cost-effective business model, the Company has in place robust mechanism to reduce its directs costs. This coupled with small increases in prices are expected to improve the profitability and meet increased employee costs.
2. Occupancy is the driver of revenues in the hospitality industry and the Company's hospital has been experiencing higher footfall leading to higher occupancies. In addition, the Company has embarked on a programme to cut down length of stay of IPD patients through variety of means, which also help us improve patient safety and faster discharge of patients. This in effect also would lead to higher ARPOB and profitability.
3. Medical Programmes: With growing number of Lifestyle diseases like Cardiac, Neurosciences and Orthopedics etc., there is increasingly high demand for complex procedures like organ transplant, interventional neurology etc. The Company continuously rejigs its specialty mix and adds new & complex procedure to its offering, leading to higher realizations and better utilization of its resources.
4. The Company focused on strengthening its processes and operational effectiveness by undertaking transformational initiatives to realign the pricing structure, bring process orientation through regimented adherence, innovative models for doctor engagement and renewed focus on cost optimization in order to regain and improve the operating margin. Significant efforts have been made by the Clinical leadership to revisit and revise policies / procedures in order to ensure transparency, compliance and proper documentation so as to gain back patient trust and loyalty.

Expected increase in productivity and profits in measurable terms:

It is difficult to forecast the productivity and profitability in measurable terms. However, with the above measures, cost optimization and other such initiatives, the operating efficiencies are expected to increase in future leading to adequate profits. The Company is well poised to sustain and capture growth opportunities in all its business segments within the confines of business prudence.

Accordingly, the Board recommends the Resolution set forth in item no. 7 of the Notice for approval of the members as a Special Resolution.

The documents referred above (shall be considered as memorandum setting out terms of remuneration under section 190 of the Act) are available for inspection in physical form at any time during the business hours of the Company (i.e. 9.00 AM till 6.00 PM) at the registered office of the Company and copies thereof shall also be made available for inspection at the ensuing AGM.

The other relevant details as required under Secretarial Standards for general meetings (SS-2) is provided under Annexure -1 to this Notice.

Except Mr. Rajit Mehta, none of the Promoters, Directors and Key Managerial Personnel (KMPs) of the Company and their relatives, are concerned or interested, financial or otherwise, in passing of the above resolutions set out at item no. 7 of this AGM Notice.

The notice and explanatory statement may be treated as the abstract of the terms of remuneration of Mr. Rajit Mehta.

Item No. 8

The members may please note that, in terms of Section 148 of the Companies Act, 2013 (“the Act”) and the Companies (Audit and Auditors) Rules, 2014 (“the Rules”), based on the recommendation of the Audit Committee at its meeting held on April 24 2018, the Board of Directors of the Company had approved the appointment of M/s Chandra Wadhwa & Co., Cost Accountants as the Cost Auditor of the Company for the financial year 2018-19 at a remuneration of Rs. 4,95,000 (Rupees Four Lacs Ninety Five Thousand Only) per annum plus applicable taxes and out of pocket expenses that may be incurred in connection with the audit.

In terms of the provisions of Section 148(3) of the Act read with Rule 14(a) (ii) of The Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is required to be ratified by the members of the Company. Accordingly, the Board of Directors recommends the resolution set out at item no. 8 for approval of members of the Company as an Ordinary resolution.

The documents referred above are available for inspection in physical form at any time during the business hours of the Company (i.e. 9.00 AM till 6.00 PM) at the registered office of the Company and copies thereof shall also be made available for inspection at the ensuing AGM.

None of the Promoters, Directors, Key Managerial Personnel and their relatives are concerned or interested, financial or otherwise, in the Resolution at item no. 8 of the Notice.

Item No. 9

The members may please be note that the Board of Directors of the Company had, in their meeting held on May 23, 2017, approved the proposal relating to invitation, offer or issue of secured Non-Convertible Debentures (NCDs) aggregating upto a principal amount not exceeding INR 490 Crores (Indian Rupees Four Hundred and Ninety Crores only) (“Debentures”) to International Finance Corporation (“IFC”), by way of private placement, in one or more tranches, subject to the approval of members of the Company and the same was approved by the members in the Annual General Meeting held on September 29, 2017.

The fund was proposed to be utilized for exercising option to purchase remaining 49% equity stake in one of the subsidiary companies of the Company i.e. Saket City Hospitals Private Ltd, general capital expenditure of the Company or its network hospitals and / or such other purposes as permitted under the applicable laws and approved by the Board from time to time.

As per second proviso to Rule 14 (2) (a) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, in case of offer or invitation for non-convertible debentures, it shall be sufficient if the Company passes a previous special resolution only once in a year for all the offers or invitation for such debentures during the year. Accordingly, the above special resolution passed by the members as referred above will cease to be in force w.e.f September 28, 2018.

Accordingly, for the aforesaid purpose, it is proposed to seek an enabling approval from the members of the Company in the ensuing AGM for inviting or issuing or offering NCDs (secured or unsecured) on private placement basis to such person(s) (including but not limited to IFC), including one or more company(ies), bodies corporate, statutory corporations, commercial banks, lending agencies, financial institutions, insurance companies, mutual funds, pension/provident funds and individuals, as may be decided by the Board from time to time for an amount upto INR 550 Crores.

Pursuant to Sec 71 and Sec 42 (2) of the Act read with Rule 14 of the Companies (Prospectus & Allotment of Securities) Rules, 2014, approval of members of the Company is sought by way of special resolution to invite or offer or issue and allot



redeemable, secured, non-convertible debentures aggregating upto INR 550,00,00,000 as detailed under the resolution set forth in item no. 9.

The documents referred above are available for inspection in physical form at any time during the business hours of the Company (i.e. 9.00 AM till 6.00 PM) at the registered office of the Company and copies thereof shall also be made available for inspection at the ensuing AGM.

None of the Promoters, Directors, Key Managerial Personnel and their relatives are concerned or interested, financial or otherwise, in the Resolution at item no. 9 of the Notice.

Annexure -1

Details of directors seeking appointment / reappointment and / or fixation of remuneration of Directors (including Managing Director or Whole time Directors as required in terms of Section 118 (10) of the Companies Act, 2013 (“the Act”) read with the Secretarial Standards for General Meetings (SS-2):

I. Name of the Director : Ms. Tara Singh Vachani (DIN 02610311)

➤ Age: 31 years

➤ Qualification:

She has a diverse academic background and learning. She majored in Politics and South Asian studies at the National University of Singapore followed by courses in Strategy Management at the London School of Economics, and Hospitality Business Strategy and Management at Ecole hotelier de Lausanne, Switzerland.

➤ Experience:

The CEO and Managing Director of Antara Senior Living, Tara Singh Vachani holds a thorough understanding of senior living. She is driven by the passion to create an enriching and fulfilling lifestyle for seniors that is unique to India. Her knowledge is backed by over three years of extensive research of senior living communities in India and Internationally. Before venturing into senior living, she worked with the Corporate Development team at the erstwhile consolidated Max India Ltd. She has also been actively engaged in philanthropy through her involvement with Max India Foundation, the CSR arm of the Max Group.

➤ Terms & conditions of appointment / reappointment along with the remuneration details:

The Board of Directors of the Company had, in its meeting held on October 24, 2017, appointed Ms. Tara Singh Vachani as an additional director of the Company in terms of Section 161 (1) of the Act. The other details relating to his appointment at the ensuing AGM have been provided under explanatory statement to resolution set out at Item no. 5.

Further, in terms of the Amended and Restated Shareholders’ Agreement (“Amended & Restated SHA”) executed amongst Max India Ltd, Life Healthcare Group (Proprietary) Limited, Life Healthcare International (Proprietary) Ltd (“LHC”) and the Company dated August 31, 2014, she is also acting as a representative of Max India Ltd. on the Board of the Company.

She is not drawing sitting fees / remuneration from the Company.

➤ Date of first appointment on the Board: October 24, 2017.

➤ Shareholding in the Company: She does not hold by herself or for any other person on a beneficial basis, any shares in the Company.

- Relationship with other Director & KMP: None
- Number of board meetings attended during the FY 2017-18 : 2
- Directorship & Committee position as on the date of her appointment:

Directorship in other Companies*	Committee Membership in other Companies
Max India Limited	Member of Investment & Finance Committee of Max India Limited
Antara Purukul Senior Living Limited	
Antara Gurgaon Senior Living Limited	
Antara Senior Living Limited	
Seven Heaven Buildmart Private Limited	
Siva Realty Ventures Private Limited	
Max Estates Limited	
Max Learning Limited	
Siva Enterprises Private Limited	
Rama Krishna Cold-Chem Limited	
SKA Diagnostic Private Limited	

II. Name of the Director : Dr. Shrey Balaguru Viranna (DIN 08102893)

➤ Age: 43 years

➤ Qualification & Experience:

Dr. Shrey is a medical doctor and has extensive experience in the healthcare industry having worked with leading healthcare organizations both locally and globally. He moved out of clinical practice to join McKinsey & Co. where he worked for 12 years. He gained extensive international exposure working in East Africa, Southern Africa, India and UK including advising on M&A transactions. Dr. Shrey joined Discovery in 2013 and served as the CEO for Discovery Vitality and Discovery Card. He has been responsible for driving profitable growth in these businesses. He was appointed Group CEO for Life Healthcare Group Holdings Limited with effect from February 1, 2018.

➤ Terms & conditions of appointment / reappointment along with the remuneration details:

The Board of Directors of the Company had approved the appointment of Dr. Shrey as an additional director of the Company in terms of section 161(1) of the Act, through resolution by circulation on April 17, 2018. The other details relating to his appointment

at the ensuing AGM have been provided under explanatory statement to resolution set out at Item no. 6

Further, in terms of the Amended and Restated Shareholders' Agreement ("Amended & Restated SHA") executed amongst Max India Ltd, Life Healthcare Group (Proprietary) Limited, Life Healthcare International (Proprietary) Ltd ("LHC") and the Company dated August 31, 2014, he is also acting as a representative of LHC on the Board of the Company.

He is not drawing sitting fees / remuneration from the Company.

- Date of first appointment on the Board: April 17, 2018.
- Shareholding in the Company: He does not hold by himself or for any other person on a beneficial basis, any shares in the Company.
- Relationship with other Director & KMP: None
- Number of board meetings attended during the FY 2017-18: Nil (He was appointed on April 17, 2018).
- Directorship & Committee position as on the date of his appointment:

Directorship in other Companies*	Committee Membership in other Companies
NIL	NIL

*Companies here means the Company defined under section 2(20) of the Act.

III. Name of the Director : Mr. Rajit Mehta (DIN 01604819)

- Age: 56 years
- Qualification: Graduate in Commerce, post graduate in Human Resources and has also attended an Advanced Management Program at INSEAD – France.
- Experience: The experience snapshot of Mr. Rajit Mehta has been provided under explanatory statement to the resolution set out under item no. 7 of the AGM Notice.
- Terms & conditions of appointment / reappointment along with the remuneration details:
The details have been provided under explanatory statement to the resolution set out under item no. 7 of the AGM Notice.
- Date of first appointment on the Board: March 31, 2014.
- Shareholding in the Company: He does not hold by himself or for any other person on a beneficial basis, any shares in the Company.
- Relationship with other Director & KMP: None
- Number of board meetings attended during the FY 2017-18: 4 (Four)
- Directorship & Committee position as on March 31, 2018:

Directorship in other Companies*	Committee position in other Companies
1. Max Life Insurance Company Limited	1. Member of Corporate Social Responsibility of Max Life Insurance Company Ltd.

2. Windows Consultants Private Limited	2. Member of Nomination & Remuneration Committee and Operational Committee of Saket City Hospitals Pvt. Ltd.
3. Interstoff Syndicate Private Limited	3. Member of Operational Committee of Saket City Hospitals Pvt. Ltd.
4. Quantum Institute For Wellbeing Private Limited	4. Member of Audit & Ethics Committee of Max Skill First Limited
5. Max Skill First Limited (Formerly Max Healthstaff International Limited)	5. Member of Nomination & Remuneration Committee of Max Skill First Limited
6. Crosslay Remedies Limited	6. Member of Operational Committee of Crosslay Remedies Limited
7. Saket City Hospitals Private Limited	

IV. Name of the Director : Mr. Adam Mills Pyle (DIN 07634698)

- Age: 53 years
- Qualification: Commerce and Law graduate.
- Experience: Mr. Adam is a Commerce and Law graduate by qualification. He is currently holding the position of Group Executive, Strategy and Investor relations in Life Healthcare International (Pty.) Limited since 2011 and is responsible for formulating and driving the international (Poland, India and other territories) strategy, South Africa strategy and managing the relationship with investors.
- Terms & conditions of appointment / reappointment along with the remuneration details:

The Board of Directors of the Company had, in its meeting held on October 21, 2016, appointed Mr. Adam as an additional director of the Company in terms of Section 161 (1) of the Act as non-executive director. His appointment as director was approved by the members in the Annual General Meeting held on September 29, 2017.

Further, in terms of the Amended and Restated Shareholders' Agreement ("Amended & Restated SHA") executed amongst Max India Ltd, Life Healthcare Group (Proprietary) Limited, Life Healthcare International (Proprietary) Ltd ("LHC") and the Company dated August 31, 2014, he is also acting as a representative of LHC on the Board of the Company.

He is not drawing sitting fees / remuneration from the Company.

- Date of first appointment on the Board: October 21, 2016.
- Shareholding in the Company: He does not hold by himself or for any other person on a beneficial basis, any shares in the Company.
- Relationship with other Director & KMP: None
- Number of board meetings attended during the FY 2017-18 : 3 (Three)

➤ Directorship & Committee position as on March 31, 2018:

Directorship in other Companies*	Committee position in other Companies
NIL	NIL

*Companies here means the Company defined under section 2(20) of the Act.

V. Name of the Director : Mr. Petrus Phillippus Van Der Westhuizen (DIN 06877878)

➤ Age: 47 years

➤ Qualification: Chartered Accountant (South Africa),

➤ Experience: Mr. Petrus Phillippus Van Der Westhuizen, is a Commerce graduate and Chartered Accountant (South Africa). He completed his training contract and qualified as a Chartered Accountant in 1996 at PricewaterhouseCoopers Inc. He joined President Medical Investments Limited (Presmed) in 1999, which became part of Afrox Healthcare Limited. He performed various roles in the finance department of Afrox Healthcare and played a significant role in Afrox Healthcare's delisting in 2005 and its subsequent relisting as Life Healthcare in 2010. He was appointed as Chief Financial Officer of Life Healthcare Group in 2013

➤ Terms & Conditions of appointment / reappointment along with the remuneration details:

The Board of Directors of the Company had, in its meeting held on July 26, 2016, appointed Mr. Petrus as an additional director of the Company in terms of Section 161 (1) of the Act, designated as non-executive director. His appointment as director was approved by the members in the Annual General Meeting held on September 29, 2016.

Further, in terms of the Amended and Restated Shareholders' Agreement ("Amended & Restated SHA") executed amongst Max India Ltd, Life Healthcare Group (Proprietary) Limited, Life Healthcare International (Proprietary) Ltd ("LHC") and the Company dated August 31, 2014, he is also acting as a Board representative of LHC.

He is not drawing sitting fees / remuneration from the Company.

➤ Date of first appointment on the Board: July 26, 2016

➤ Shareholding in the Company: He does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

➤ Relationship with other Director & KMP: None

➤ Number of board meetings attended during the FY 2017-18 : 4 (Four)

➤ Directorship & Committee position as on March 31, 2018:

Directorship in other Companies*	Committee position in other Companies
NIL	NIL

*Companies here means the Company defined under section 2(20) of the Act.



PROXY FORM

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

CIN: U72200DL2001PLC111313

Name of the Company: **Max Healthcare Institute Limited**

Registered office: **N-110, Panchsheel Park, New Delhi - 110017, India**

Name of the Member(s)	
Registered Address	
Email Id	
Folio No./ Client Id	
DP ID	

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

1. Name: _____
Address: _____
Email Id: _____
Signature: _____; or failing him
2. Name: _____
Address: _____
Email Id: _____
Signature: _____

as my/ our proxy to attend and vote (on a poll) for me/us any on my/our behalf at the 17th Annual General Meeting of the Company, to be held on Friday, 28th day of September 2018 at 1130 Hrs at Ground Floor, Conference Room, N -110, Panchsheel Park, New Delhi - 110017 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.:

1. _____
2. _____
3. _____
4. _____
5. _____
6. _____
7. _____
8. _____
9. _____

Signed this ____ day of _____, 2018
Signature of member

Affix Revenue Stamp



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 this meeting.



Max Healthcare Institute Limited
(CIN U72200DL2001PLC111313)
N-110, Panchsheel Park, New Delhi, India

Attendance Slip
Seventeenth Annual General Meeting of Max Healthcare Institute Limited

DP Id	Client Id
Regd. Folio No.*	No. of Shares

S. No.	Name in Full	Father's/ Husband Name	Address as Regd. With the Company
1.			
2.			
3.			

I/ We hereby record my/ our presence at the 17th Annual General Meeting of the Company being held on Friday, 28th day of September 2018 at 1130 Hrs at Ground Floor, Conference Room, N – 110, Panchsheel Park, New Delhi - 110017, India.

Please (✓) in the box

Member Proxy

Member's/ Proxy Signature**

**Applicable for investors holding shares in physical form*

***Please strike out whichever is not applicable*

Route map of the AGM Venue

