

MAX HEALTHCARE INSTITUTE LIMITED

CIN U72200DL2001PLC111313

Regd. Office: Max House, 1, Dr. Jha Marg, Okhla, New Delhi – 1100 20

NOTICE TO MEMBERS

NOTICE is hereby given that the **14TH ANNUAL GENERAL MEETING** of Max Healthcare Institute Limited will be held on **Monday, September 28, 2015** at **1300 hrs** at the registered office of the Company at **Meeting Room No. 1, First Floor, Max House, 1, Dr. Jha Marg, Okhla, New Delhi - 110 020** (route map enclosed) to transact the following business:

Ordinary Business:

1. To receive, consider and adopt:
 - a) the Standalone Audited Statements of the Company for the Financial Year ended March 31, 2015, and the Reports of Directors and Auditors thereon.
 - b) the Consolidated Audited Financial Statements of the Company for the financial year ended March 31, 2015.
2. To appoint a Director in place of Mr. Mohit Talwar (DIN 02394694), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a director in place of Mr. Jonathan Richard Lowick (DIN 05227008), who retires by rotation and being eligible, offers himself for re-appointment.
4. To re-appoint M/s S.R. Batliboi & Co. LLP (ICAI Registration No. 301003E) (previously S.R. Batliboi & Co.), Chartered Accountants, as the statutory auditors for another term of five years and authorize the Board of Directors of the Company to fix their remuneration. The following resolution may be passed with or without modification/s as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions of the Companies Act, 2013 and the Rules made there under, M/s. S.R. Batliboi & Co. LLP (ICAI Registration No. 301003E) (previously S.R. Batliboi & Co.) , Chartered Accountants, who have offered themselves for re- appointment and have confirmed their eligibility in terms of the provisions of Section 141 and other applicable provisions of the Companies Act, 2013, and Rules made thereunder, be and are hereby appointed as the statutory auditors of the Company for another term of five years starting from the conclusion of the 14th Annual General Meeting upto the conclusion of 19th Annual General Meeting (subject to the ratification by the members of the Company at every AGM) and that the Board of Directors be and are hereby authorized to fix such remuneration (excluding out of pocket expenses and applicable taxes) as may be recommended by the Audit Committee in consultation with the Statutory Auditors.”

Special Business:

5. Appointment of Ms. Madhabi Puri Buch 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. Madhabi Puri Buch (DIN 00016299), who was appointed as an additional director by the Board of Directors of the Company, with effect from February 4, 2015 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 from a member under Section 160 of the Act, proposing her candidature for the Office of Director, be and is hereby appointed as a Director of the Company."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company and the Company Secretary, 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."

6. Appointment of Ms. Madhabi Puri Buch as an Independent Director of the Company

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 Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules framed there under, read with Schedule IV to the Act, as amended from time to time, the consent of Shareholders of the Company be and are hereby accorded for appointment of Ms. Madhabi Puri Buch (DIN 00016299) (a non-executive Director of the Company, who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment), as an Independent Director of the Company to hold office for five consecutive years w.e.f. February 4, 2015."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company and the Company Secretary, 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."

7. **Appointment of Dr. Ajit Singh as an Independent Director of the Company for the period starting from April 1, 2015 till July 31, 2015**

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 Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules framed there under, read with Schedule IV to the Act, as amended from time to time, the consent of Shareholders of the Company be and are hereby accorded for the appointment of Dr. Ajit Singh (DIN 02525853) (a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act for the period starting from April 1, 2015 till July 31, 2015 and was eligible to hold the office as an Independent Director of the Company for that period), as an independent director of the Company, for the period starting from April 1, 2015 till July 31, 2015.”

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company and the Company Secretary, 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 2015-16.**

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), M/s Chandra Wadhwa & Co., Cost Accountants (Firm Registration Number 000239), appointed as the Cost Auditor by the Board of Directors of the Company to audit the cost records of the Company for the financial year 2015-16, be paid a remuneration of INR 3,75,000 lacs (Indian Rupees Three Lacs Seventy Five Thousand) per annum plus applicable taxes and out of pocket expenses that may be incurred in connection with the audit.”

“RESOLVED FURTHER THAT the Board of Directors 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. **Appointment of Mr. Rajit Mehta as Chief Executive Officer & Managing Director (“CEO&MD”) of the Company**

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 Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule V to the Act and the Rules made thereunder, as amended from time to time, the consent of the Shareholders of the Company be and are hereby accorded for the appointment of Mr. Rajit Mehta as the Chief Executive Officer & Managing Director (“CEO & MD”) of the Company for a period of 5 years w.e.f. April 1, 2015.”

10. **Remuneration of Mr. Rajit Mehta as CEO & MD of the Company for the Financial Year 2015-16**

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 the Shareholders of the Company be and are hereby accorded for the following terms of remuneration for Mr. Rajit Mehta as the Chief Executive Officer & Managing Director (“CEO & MD”) of the Company for the period starting from April 1, 2015 till March 31, 2016:

- (a) **Fixed Pay:** (including 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) of INR 2,50,00,000 (Rupees Two Crores Fifty Lakhs 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) **Employee Stock Options (ESOP) under ESOP 2006 scheme of the Company:**

The grant of stock options under Max Healthcare Employee Stock Option Plan 2006 (“ESOP- 2006 Scheme”) as set out below:

- ESOP : 3,00,000 stock options under ESOP- 2006 Scheme at a grant price of INR 64.60 per stock option, vesting equally over 3 years (starting from 12 months from the date of grant) viz., March 24, 2016; March 1, 2017; March 1, 2018.
- Long term reward : ESOP : 5,93,000 stock options under Max Healthcare Employee Stock Option Plan 2006 (ESOP 2006) at a grant price of INR 64.60 per stock option, with bullet vesting on March 1, 2019.

- (c) Variable Pay: Performance based variable pay, which will be objective, transparent and measurable. It will be in the range of 0-65% of the fixed pay and the Company's Measures of Success (MoS) achievement linked variable pay parameters. The minimum guaranteed Variable Pay for the financial year 2015-16 and 2016-17 shall be calculated at 62.75% of Fixed Pay as per the applicable individualized Variable Pay programme as applicable to Mr. Mehta. The Variable Pay for each of the above two financial years shall be paid after adjusting for the estimated per annum economic benefit of INR 30,00,000 (Rupees Thirty Lakhs Only) of the March 2015 ESOP grant of 3,00,000 stock options.

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 perquisite 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 to ensure continuity of service for Mr. Rajit Mehta (DIN 01604819) from Max Life Insurance Company Limited (MLIC) to the Company, for computation of retiral & leave benefits, his services will be reckoned from his date of joining MLIC i.e., October 16, 2000 and the Shareholders do hereby ratify the following :

- He will continue to be covered as a member of the Max India Limited EPF Trust or such other entity as may be decided by the Board from time to time.
- Transfer of accumulated gratuity for service at MLIC to the Company.
- Leave balances (Privilege & Sick Leave) as at March 30, 2014 carried forward to the Company.

“RESOLVED FURTHER THAT the Company or Mr. Rajit Mehta (DIN 01604819) shall be entitled at any time to terminate this appointment by giving three months written notice or by any shorter notice as may be accepted by the Board.”

“RESOLVED FURTHER THAT the Directors of the Company 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 documents, papers and writings as may be necessary to give effect to the foregoing resolution.”

11. Enabling approval for giving loan, providing guarantee or security or making investment in terms of Section 186 of the Companies Act, 2013

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 Section 186 of the Companies Act, 2013 (“Act”) and any other applicable provisions of the Act and rules made thereunder (including any statutory modification thereof for the time being in force and as may be enacted from time to time), subject to such approvals, consents, sanctions and permissions, as may be necessary, and the Articles of Association of the Company and all other provisions of applicable laws, the consent of the shareholders of the Company be and are hereby accorded to 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) for making investment in subsidiaries (existing or future) , providing loans (at an interest rate which is charged by the Company for similar transactions in ordinary course of business) or giving guarantee or providing security in connection with loans to subsidiary companies (existing or future) / other healthcare service providers under Max network of hospitals (at a financial arrangement fees which is charged by the Company for similar transactions in ordinary course of business), in one or more tranches, for an aggregate amount of not exceeding INR 500 crore [over and above the excluding the investment / loan/ guarantee/ security under the wholly - owned subsidiaries of the Company (existing or future) and specific approval granted by the Shareholders of the Company in its meeting held on May 25, 2015 for making investment / giving loan / providing guarantee/ security, as the case may be, in Crosslay Remedies Limited (“CRL”), for an aggregate sum of INR 600 crores), notwithstanding that the aggregate of the loans or guarantees or securities so far given or to be given and/ or securities so far acquired or to be acquired by the Company may collectively exceed the limits prescribed under Section 186 of the Companies Act, 2013.”

“RESOLVED FURTHER THAT to give effect to this resolution, the Board be and is hereby authorized to execute the documents, deeds or writings required to be made and to do all acts, deeds and things as it may in its absolute discretion deem necessary, proper or desirable, including to settle any question, difficulty or doubt that may arise in respect of such investments/ loans/ guarantees/ securities made or given or provided by the Company (as the case may be).”

**New Delhi
August 4, 2015**

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

2. Proxies in order to be effective must be received at the Registered Office of the Company at Max House, 1, Dr. Jha Marg, Okhla, New Delhi – 110 020 at any time but not less than 48 hours before the meeting. A format of proxy in the prescribed form is enclosed.
3. 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.
4. 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.
5. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto and forms part of this Notice. Unless otherwise provided under this Notice, the term “Act” shall mean Companies Act, 2013.
6. Pursuant to Section 118 (10) and other applicable provisions of the Act read with 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 14th Annual General Meeting will also be available on the Company’s website www.maxhealthcare.in for their download.
8. The Members may please note that the Company has received a Certificate from M/s. S.R. Batliboi & Co. LLP (“SRBC”), Chartered Accountants, the retiring auditors, confirming that their re-appointment, if made, at the ensuing Annual General Meeting, as the Statutory Auditors of the Company, would be within the limits

prescribed as per the provisions of Section 141 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014.

Also, SRBC, Chartered Accountants were appointed as the Statutory Auditors of the Company at the Annual General Meeting (“AGM”) held on September 28, 2010 for the FY 2010-2011. At the conclusion of ensuing AGM of the Company, SRBC (taking into consideration the initial appointment) shall complete one term of five years as the Statutory Auditors of the Company.

As per the provisions Section 139 of the Act read with the Companies (Audit & Auditors) Rules, 2014, it is proposed to re-appoint SRBC for another term of five years as the Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the AGM of the Company to be held in the Year 2020, subject to the ratification by the members of the Company at every AGM.

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

Item No. 5-6

The members may please note that, in order to broad base the Board and to have wider and independent perspective in Board’s deliberation, the Board of Directors of the Company had, in its meeting held on February 4, 2015, appointed Ms. Madhabi Puri Buch as an additional director designated as the Independent Director of the Company in terms of Section 149 (6) of the Companies Act, 2013 (“the Act”). As on date, she is also a member of the Audit Committee and Nomination & Remuneration Committee of the Company.

In terms of Section 161(1) of the Act, the term of office of directorship of Ms. Madhabi Puri Buch shall expire at the ensuing Annual General Meeting (“AGM”) of the Company. The Company has received notice in writing in terms of Section 160 of the Act, along with the requisite deposit, proposing the candidature of Ms. Madhabi Puri Buch for the office of Director of the Company.

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

Given her expertise and knowledge in various fields, the Board believes that her appointment as a Director of the Company would be of immense benefit to the Company. Also, in the opinion of the Board, Ms. Madhabi Puri Buch fulfils the conditions specified in the Act and rules made thereunder for her appointment as an Independent Director of the Company and is independent of the management of the Company.

Accordingly, the Board of Directors recommends her appointment as Director of the Company designated as Independent Director of the Company for a period of five years w.e.f. February 4, 2015. In terms of the Section 149 (13) of the Act, Ms. Madhabi Puri Buch shall not be liable to retire by rotation.

The documents referred above (including the terms of appointment of Ms. Madhabi Puri Buch) 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.

Except Ms. Madhabi Puri Buch, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 5 & 6.

Item No. 7

The members may please note that Dr. Ajit Singh joined the Board of Directors of the Company on January 28, 2009. In terms of Section 149(6) of the Companies Act, 2013 (“the Act”), he was appointed as an Independent Director of the Company w.e.f. April 1, 2015, subject to the approval of shareholders of the Company pursuant to Schedule IV to the Act.

Later, in view of the Professional Services Agreement between Max India Ltd. and Dr. Ajit Singh, he ceased to be an Independent Director of the Company w.e.f. August 1, 2015. Accordingly, in terms of Schedule IV to the Act, it is proposed to seek the approval of Shareholders of the Company for the appointment of Dr. Ajit Singh as an independent director of the Company for the period starting from April 1, 2015 till July 31, 2015. The Company has also received declaration from Dr. Ajit Singh, that he was meeting the criteria of independence as prescribed under Section 149(6) of the Act during his tenure as an Independent Director of the Company. Dr. Singh will continue as a non executive director of the Company. The Board considers that his continued association would be of immense benefit to the Company.

As on date, he is the Chairman of Medical Excellence & Compliance Committee, Scientific Projects & Technology Committee, Nomination & Remuneration Committee and Corporate Social Responsibility Committee and a member of the Audit Committee of the Company.

In the opinion of the Board, Dr. Ajit Singh fulfils the conditions specified in the Companies Act, 2013 and Rules made thereunder for his appointment as an Independent Director of the Company for the aforesaid period and was independent of the management of the Company. Accordingly, in terms of Schedule IV to the Act, the Board recommends this resolution for approval by the members of the Company as an Ordinary Resolution.

The documents referred above (including the terms of appointment of Dr. Ajit Singh) 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.

Except Dr. Ajit Singh, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 7.

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 August 3, 2015, the Board of Directors of the Company has approved the appointment of M/s Chandra Wadhawa & Co., Cost Accountants as the Cost Auditor of the Company for the financial year 2015-2016 at a remuneration of INR 3,75,000 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 Companies Act, 2013 read with Rule 14(a) (ii) of The Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is to be ratified by the Members of the Company. Accordingly, the Members are requested to ratify the aforesaid remuneration payable to the Cost Auditors for the FY 2015 -16.

Accordingly, the Directors recommend the Ordinary Resolution to the Members for their approval.

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 Directors, Key Managerial Personnel and their relatives are concerned or interested in the Resolution at Item No. 8 of the Notice.

Item Nos. 9 & 10

The members may please note that Mr. Rajit Mehta was appointed as the Dy. Managing Director of the Company for a period of three years w.e.f. March 31, 2014. Since then, under his able leadership, the Company has made remarkable progress including but not limited to improved financial performance and sustenance, significant impact in organization strengthening and institutionalizing governance rhythms, focus on clinical hiring and clinical quality, strengthened of the leadership team, ensuring staffing of critical

positions in the Organization, perceptible culture change under way, starting of learning & development intervention on a strong footing with multiple initiatives across nursing, junior/senior residents, front office and supervisory cadres and setting up of operational priorities and identification and monitoring of top 10 risks areas underway.

In an increasingly competitive environment, Mr. Rajit Mehta has capably led the organization to overcome a multitude of challenges and not only grow the business but also synergize complex operations.

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. He has made an excellent start at the Company and has potential to take higher responsibilities.

In recognition of his performance and contribution, based on the recommendations by the Nomination & Remuneration Committee and subject to the approval of shareholders of the Company, the Board of Directors of the Company had, in its meeting held on March 25, 2015, appointed him as CEO & Managing Director of the Company for a period of 5 years w.e.f. April 1, 2015 and revised the terms of his remuneration.

Accordingly, in terms of provisions of Section 196, 197, 203 and other applicable provisions of Companies Act, 2013, read with Schedule V of the Act, it is proposed to seek the approval of the shareholders by way of special resolution for the appointment of Mr. Rajit Mehta as the CEO & Managing Director of the Company for a period of 5 years w.e.f. April 1, 2015 and for the terms of his remuneration for the period from April 1, 2015 till March 31, 2016. The details of the proposed terms and conditions of his appointment and remuneration for the aforesaid period are set out at resolution nos. 9 & 10.

As such, the Board of Directors recommends the resolution no. 9 & 10 for approval of shareholders of the Company as an ordinary resolution and special resolution respectively.

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

I General Information about the Company

1. Nature of Industry:

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

2. Date 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.

3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: NOT APPLICABLE
4. Financial performance (on standalone basis) based on given indicators as per Audited Financial Results for the year ended March 31, 2015:

<u>Particulars</u>	(INR in Crores) <u>For the year ended 31.03.2015</u>
Turnover and other income	630.71
Net profit / (loss) after tax	(38.14)

Your Company had a good year with robust revenue growth, far exceeding the industry average. The healthcare revenue grew by 22.6% to touch INR 688.4 Crore as compared to INR 561.7 Crore in FY 2013-14. The overall income however grew only by 11.1% to touch INR 789.6 Crore during the year due to direct procurement of pharmacy by some of its network hospitals resulting in drop in income from sale of products.

On the overall network basis, the revenues grew by 24% to touch INR 1740 Crore as compared to INR 1407 Crore in FY2013-14. The mature hospitals (with over 6 years of average age) grew by 17.0% with combined revenue of INR 1270 Crore during the financial year while newer hospitals grew by over 46% to cross INR 456 Crore during the year.

The network also witnessed a significant increase in patient footfalls with 18% growth in OPD footfalls closely followed by a 16.9% growth in IPD cases amounting to a total of ~1.6 million patient footfalls.

Operating Profits increased by 14.5% during the year to touch INR 54.5 Crore against INR 47.7crore last year. The operating costs were controlled through various cost optimization projects and supply chain renegotiations, resulting in improvement in operating margins.

During the year 2014-15, the Company provided for an additional depreciation of INR 15.1Crore in accordance with the Schedule II of the Companies Act 2013. As a result the Profits/Loss before Tax was decreased from INR (-32.4) Crores to INR (-37.1) crore due to additional depreciation impact.

Your Company entered into Medical & Other Allied Services Agreement with Four Seasons Foundation, thereby adding a 114 bedded 'Max Multi Specialty Hospital' in Greater Noida to the existing Network of Hospitals. The hospital follows an affordable

healthcare model and is equipped with comprehensive secondary level services in medical and surgical specialties like Laparoscopy & General Surgery, Obstetrics and Gynaecology, Internal Medicine, Pediatrics with NICU (Neonatal Intensive Care Unit), Orthopedics, Emergency and Trauma Care backed by other support services. The hospital shall serve over 5 lacs people residing in nearby villages and housing societies in Greater Noida.

Post the close of financial year 2014-15, your Company undertook a maiden brown field acquisition by acquiring a controlling stake of more than 76% in NCR based Crosslay Remedies Limited (“CRL”) which operates Pushpanjali Crosslay Hospital (PCH). The deal was consummated through a combination of fresh investment and acquisition of shares from existing promoters for an aggregate sum of INR 260 crore. Situated just 3.5 kms from Max Super Specialty Hospital, Patparganj, the 340-bedded PCH is at a prime location alongwith the East Delhi-Ghaziabad-Noida corridor. The hospital which has the capacity to expand up to 540 beds is a NABH (National Accreditation Board for Hospital and Healthcare Providers) and NABL (National Accreditation Board for Testing and Calibration Laboratories) accredited and has been operational since 2010.

5. Foreign investments or Collaborators, if any: As on date, International Finance Corporation, USA (IFC), is holding 36,661,024 equity shares, constituting 7.5% of the total paid - up equity share capital of the Company

As on date, Life Healthcare International (Proprietary) Limited (previously Tedo Beleggings 163 Proprietary Limited), is holding 224,626,315 equity shares of INR 10 each, constituting 45.95% 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 53 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 nearly 3 decades.

He was appointed as a Board member of the Company designated as Dy. Managing Director w.e.f March 31, 2014.

Currently, as the Managing Director & CEO of Max Healthcare, Mr. Mehta 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. Besides leading the operations of the company, he is also currently engaged in leading an important

transformation journey at the Company, including critical growth projects, enabling the Company to become a preferred Nursing employer, optimization of processes and establishing a strong culture of clinical excellence and patient centricity.

Mr. Mehta was a founder member of Max Life Insurance Company Limited (“MLIC” / “Max Life”), since October 2000 and has been instrumental in helping MLIC become an admired, profitable and well run Company. During his tenure in MLIC, he undertook additional responsibilities as the Chief Transformation Officer which provided oversight on execution of key initiatives; designing and implementing new work systems; aligning key stakeholders; rationalizing the cost structure to improve profitability; and laying down a comprehensive change management agenda. During this period, MLIC not only doubled its market share but also seamlessly transitioned to a new brand identity. Mr. Mehta was also instrumental in building a strong cadre and ethos of Human Capital as the founder HR Director of MLIC by recruiting and retaining a strong management team, creating a positive work environment and culture and ushering "best-in-class" HR practices.

Under his leadership, MLIC also 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 **Max** Performance Excellence framework (MPEF) in the business. As per the latest customer experience survey, MLIC is now ranked no. 2 in terms of overall customer loyalty, amongst all insurance companies. Mr. Mehta has also mentored the setting up of the Learning & Development Centre of Excellence.

He has played a strategic role in helping MLIC expand its distribution footprint across India including facilitating a project to "Revamp Sales processes". The project culminated in Rajit co-authoring a book titled "Growth Leadership Practices at Max Life". He is the recipient of the Chairman's Award for Excellence at MLIC.

Prior professional experience

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 30 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 2014 -15 is as follows:

Terms	Amount (in INR per annum)
Salary (all inclusive)	2,16,00,000
Variable compensation/performance incentive	1,05,50,000

In addition to the remuneration and perquisites as aforesaid, Mr. Rajit Mehta is also entitled for 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 perquisite as per the policy / rules of the Company in force, time to time. The Company has also provided the facility of mobile phones / other communication instruments, including telephones installed at his residence

Proposed Remuneration

Salary, variable pay, stock options and other benefits as detailed in the enclosed resolution set out at Item no. 10 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 a CEO & MD, 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:

Reasons for loss or inadequate profits:

1. Launch of new 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 four new hospitals during the year 2011-12, affected profitability of the company being in early stages of startup.
2. The dependence of business on Professionals: With rising competition in the field of healthcare, the demand for professional doctors/nurses/ paramedical staff has gone up and the supply is limited. Due to the same, the industry observes high attrition ratio and to retain the staff or get the same people back, the company needs to keep offering suitable remuneration to these professionals.

3. The company faces stiff competition from leading hospitals and medical Centers in the region.

Steps taken or proposed to be taken for improvement, expected increase in productivity and profits in measurable terms:

Max Healthcare Institute Limited (MHIL) is in the process of setting-up internationally benchmarked healthcare delivery system with all three levels of healthcare facilities - primary, secondary and tertiary. The healthcare projects involves a high capital outlay, and has long gestation period, thus, the overall profitability of the Company may not be adequate in the near future.

However, the steps taken for improvement and its expected benefits, in general, are:

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 expects better and improved cash flows in the future.
2. Occupancy is the driver of revenues in the hospitality industry and the company has been ensuring that the quality of patient care in all the facilities is at its level best. The Company expects to improve occupancy rates by expanding the referral network for hospitals and increasing community outreach.
3. The Company focuses on high-end quality healthcare services for reducing the average length of stay (ALOS) of the inpatients thereby increasing the average income per bed in use and thus improving the utilization rates.
4. With growing number of Lifestyle diseases like Cardiac, Neuro-sciences and Orthopedics etc., there is a huge demand for Multi Specialty and Super Specialty hospitals. MHIL has been servicing these areas for some time now and expects the patient confidence to remain and expand to the communities.

Accordingly, the Board recommends the Resolutions set forth in Item Nos. 9 & 10 of the Notice for approval of the Members.

The documents referred above (including the terms and conditions of appointment) 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.

Except Mr. Rajit Mehta none of the Directors and Key Managerial Personnel (KMPs) of the Company and their relatives, are concerned or interested in passing of the above resolutions set out at item no. 9 & 10 of this AGM Notice.

The Notice and Explanatory Statement may be treated as the abstract of the terms of remuneration to Mr. Rajit Mehta.

Item Nos. 11

As per the provisions of Section 186 of the Companies Act, 2013 (“the Act”), a Company can’t make investment or give loan or guarantee or provide any security beyond the prescribed ceiling of (i) Sixty per cent of the aggregate of the paid-up capital and free reserves and securities premium account or, ii) Hundred per cent of its free reserves and securities premium account, whichever is more, unless the same is approved by the Shareholders of the Company by passing special resolution.

In view of the existing investment, loan, guarantee, security already provided by the Company (over and above the investment / loan/ guarantee/ security under the wholly - owned subsidiaries of the Company and specific approval granted by the Shareholders of the Company in its meeting held on May 25, 2015 for making investment / granting loan / providing guarantee/ security, as the case may be, in respect of Crosslay Remedies Limited (“CRL”), for an aggregate sum of INR 600 crores), the aforesaid limit is likely to be exhausted in near future.

Keeping in view the overall expansion plan of the Company, as a measure of achieving greater financial flexibility and to enable optimal financing structure, it is proposed to seek the approval of shareholders of the Company by way of special resolution, pursuant to the provisions of Section 186 of the Companies Act, 2013, to give enabling powers to the Board of Directors or any duly constituted committee thereof, for making investment in subsidiaries (existing or future), providing loans (at an interest rate which is charged by the Company for similar transactions in ordinary course of business, as may be agreed between the parties) or give guarantee or provide security in connection with loans to subsidiary companies (existing or future) / other healthcare service providers under Max network of hospitals (at a financial arrangement fees which is charged by the Company for similar transactions in ordinary course of business, as may be agreed between the parties), in one or more tranches, for an aggregate amount of not exceeding INR 500 crore excluding the wholly owned subsidiaries / CRL as referred above.

The loan, guarantee(s) and security (ies) or investment, as the case may be, will be made in accordance with the applicable provisions of the Companies Act, 2013 and relevant rules made there under.

Accordingly, the Board recommends the Special Resolutions set forth in Item No. 11 of the Notice for approval of the Members.

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 or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution except to the extent of their directorships and shareholding, as the case may be, in the bodies corporate in which investments may be made or loans/ guarantees may be given or securities may be provided pursuant to this Special Resolution.

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 read with the Secretarial Standards for General Meetings (SS-2):

I. Name of the Director : Mr. Mohit Talwar (DIN 02394694)

- Age: 56 years
- Qualification: Mr. Mohit Talwar is a post graduate from St. Stephen's College and completed his management studies in Hospitality from the Oberoi School.
- Experience: Mr. Talwar brings a wealth of experience of over 30 years in Corporate Finance and Investment Banking. He spent 24 years in Wholesale Banking in Standard Chartered, ANZ Grindlays and Bank of Nova Scotia. Prior to this, he spent almost 6 years with the Oberoi Group.

Mr. Talwar is the Deputy Managing Director of Max India Limited since February 14, 2012 and has played a pivotal role in growing the business and transforming Max Group and its joint ventures into a profitable, billion-dollar enterprise. He steers and governs Max India businesses in life insurance, healthcare, health Insurance, senior living and speciality films space. By leveraging his strong relationships with institutional investors, hedge funds, banks and private equity firms, and successfully leading several complex Corporate Finance and financial structuring deals for the group, he has ensured adequate investment and liquidity for Max India group operations.

- Terms & Conditions of appointment / reappointment alongwith the remuneration details:

The Board of Directors of the Company had, in its meeting held on May 27, 2014, appointed Mr. Mohit Talwar as an additional director designated as non executive director of the Company. Further, in terms of Section 160 (1) of the Act, the shareholders of the Company in the Annual General Meeting held on September 26, 2014, appointed him as a Director and in terms of Section 152 of the Act, he shall be liable to retire by rotation.

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 and the Company dated August 31, 2014, w.e.f. November 10, 2014, he is acting as a Board representative of Max India.

He is drawing no sitting fees / remuneration from the Company.

- Date of first appointment on the Board: May 27, 2014

- Shareholding in the Company: Except holding 1 equity share of the Company as a nominee of Max India Limited in terms of Section 89 of the Act, he does not hold any share in the Company
- Relationship with other Director & KMP: None
- Number of board meetings attended during the FY 2014 -15 : 7 (Seven)
- Directorship & Committee position as on March 31, 2015:

Directorship in other Companies	Committee position in other Companies
1. Pharmax Corporation Limited. 2. Max Skill First Ltd. 3. Max India Ltd. 4. Antara Senior Living Ltd. 5. Max Bupa Health Insurance Company Ltd. 6. Max Specialty Film Ltd. 7. Max Medical Services Limited	1. Member of Audit Committee of Pharmax Corporation Ltd. 2. Member of Nomination & Remuneration Committee of Antara Senior Living Ltd. 3. Member of Stakeholders' Relationship Committee of Max India Ltd.

II. Name of the Director : Mr. Jonathan Richard Lowick (DIN 05227008)

- Age: 45 years
- Qualification: Chartered Accountant (South Africa), B. Com, HDip Accounting, Advanced Taxation Certificate.
- Experience: Mr. Jonathan Richard Lowick is a Group Executive - Business Development & International of Life Healthcare Group Holdings Ltd. He has been with the Life Healthcare Group since 1997, and has gained wide experience through the various positions he has held at head office and in hospital operations, including finance and administration, patient services and funder relations. His last position before his appointment to the executive in the Group was that of regional hospital manager: Cape Region. In his current position, he is also responsible for strategy, product development, funding and health policy. He holds total experience of about 18 years.
- Terms & Conditions of appointment / reappointment alongwith the remuneration details:

Mr. Jonathan is a non executive director of the Company, who is liable to retire by rotation in terms of Section 152 of the Act.

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, w.e.f. November 10, 2014, he is also acting as a Board representative of LHC.

He is drawing no sitting fees / remuneration from the Company.

- Date of first appointment on the Board: July 19, 2012
- 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 2014 -15 : 4 (Four)
- Directorship & Committee position as on March 31, 2015:

Directorship in other Companies	Committee Membership in other Companies
1. Flohoc Investment (Pty) Ltd. 2. Life Healthcare Finance (Pty) Ltd. 3. Life Healthcare International (Pty) Ltd. 4. Life Vincent Pallotti Orthopaedic Centre (Pty) Ltd. 5. Consolidated Aone Trade & Invest 12 (Pty) Ltd. 6. Scanmed Multmedis	Nil

III. Name of the Director : Ms. Madhabi Puri Buch (DIN 00016299)

- Age: 49 years
- Qualification: Ms. Madhabi Puri Buch is an MBA from the Indian Institute of Management of Ahmedabad and is a graduate in Mathematical Economics from St. Stephen's College.
- Experience: Ms. Madhabi Puri Buch is a founder of Agora Partners Pte Ltd and Agora Advisory Private Ltd., the vision of these companies is to develop deep data, analytics and modelling capability for rural India and, at a later stage for South East Asia, to provide a robust platform to businesses to enable them to plan and execute their rural strategies. In addition, she is also founder of the trust "Toofles Foundation" that undertakes a variety of initiatives for funding grass root NGOs. Previously Ms. Madhabi Puri Buch headed the Singapore office of Greater Pacific Capital, a London based Private Equity Firm. Prior to that, she was the CEO of ICICI Securities, the investment banking and broking arm of the ICICI Group and prior to that, she served as an Executive Director on the board of ICICI Bank. Her areas of expertise include Investment Banking; Capital Market, Corporate Finance, Private Equity, Team Management and Financial Modelling.
- Terms & conditions of appointment / reappointment alongwith the remuneration details:

The Board of Directors of the Company had, in its meeting held on February 4, 2015, appointed Ms. Madhabi Puri Buch as an additional director of the Company designated as

Independent Director in terms of Section 149 (6) of the Act. The other details relating to her appointment at the ensuing AGM have been provided under explanatory statement to resolution set out at Item no. 5 &6. Further, the terms & conditions of her appointment as an Independent Director of the Company are available on website of the Company.

She is not drawing any remuneration from the Company, however, a sitting fee of INR 1 Lac per meeting is payable to her for attending the meetings of Board and its committees.

- Date of first appointment on the Board: February 4, 2015.
- 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 2014 -15 : 1 (One)
- Directorship & Committee position as on March 31, 2015:

Directorship in other Companies	Committee Membership in other Companies
1. Idea Cellular Limited 2. Zensar Ltd 3. Agora Partners Pte. Ltd 4. Aarnaira Impact Solutions Pvt. Ltd. 5. Agora Advisory Pvt Ltd 6. Zensar Technologies Limited	Nil

IV. Name of the Director : Dr. Ajit Singh (DIN 02525853)

- Age: 52 years
- Qualification: A PhD in Computer Science from Columbia University.
- Experience: Currently a partner at Artiman Ventures, where he focuses on early-stage technology & a life science investment, Dr. Ajit Singh is also a Consulting Professor at the School of Medicine at Stanford University.

Prior to joining Artiman, he was the President and CEO of Biolmagene (later acquired by Roche), a California based company specializing in cancer diagnostics. Before Biolmagene, Dr. Singh was the CEO of Oncology and Medical Informatics businesses of Siemens Healthcare.

Dr. Ajit Singh has had extensive experience in R&D and academia. From 1989 to 1995, he was at Siemens corporate research in Princeton, responsible for research in the areas of artificial intelligence, robotics, and medical imaging. During this time, he also served on the faculty at Princeton University. A prolific speaker, he has authored two books and holds several patents.

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

As on date, Dr. Ajit Singh is a non executive director of the Company. In terms of Section 152 (6) (c) of the Act, he is liable to retire by rotation.

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 and the Company dated August 31, 2014, w.e.f. November 10, 2014, he is acting as a Board representative of Max India.

He is not drawing any remuneration from the Company. However, as a non executive non independent director of the Company, a sitting fee of INR 15000 per meeting is payable to him for attending the meetings of Board and its committees.

- Date of first appointment on the Board: August 24, 2009.
- 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 2014 -15 : 2 (two)
- Directorship & Committee position as on March 31, 2015:

Directorship in other Companies	Committee position in other Companies
1. Max India Ltd. 2. CardioDx Inc., USA. 3. Aditazz Inc. USA. 4. Core Diagnostics Private Limited, Mauritius. 5. Click Diagnostics Inc, USA. 6. Oncostem Diagnostics Pvt. Ltd., Mauritius. 7. Max Neeman Medical International Limited	1. Member of Audit Committee of Pharmax Corporation Ltd. 2. Member of Nomination & Remuneration Committee of Antara Senior Living Ltd. 3. Member of Stakeholders' Relationship Committee of Max India Ltd.

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

- Age: 53 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 resolutions set out under item no. 9& 10 of the AGM Notice.

- Terms & Conditions of appointment / reappointment alongwith the remuneration details:

The details have been provided under explanatory statement to the resolutions set out under item no. 9& 10 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 2014 -15 : 7 (seven)
- Directorship & Committee position as on March 31, 2015:

Directorship in other Companies	Committee position in other Companies
1. Max Life Insurance Company Limited 2. Windows Consultants Private Limited 3. Interstoff Syndicate Private Limited 4. Quantum Institute For Wellbeing Private Limited	Policy holder Protection Committee and Corporate Social Responsibility Committee of Max Life Insurance Company Limited.

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: Max House, 1, Dr. Jha Marg, Okhla, New Delhi - 110020

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 14th Annual General Meeting of the Company, to be held on the 28th day of September 2015 at 1300 Hrs at its registered office 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. _____

10. _____

11. _____

Signed this ____ day of _____, 2015

Signature of Shareholder

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)

Max House, 1, Dr. Jha. Marg,

Okhla, New Delhi – 110020

Attendance Slip

Fourteenth 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 Fourteenth Annual General Meeting of the Company being held on 28th day of September 2015 at 1300 Hrs at Meeting Room No.1, First Floor, Max House, 1, Dr. Jha Marg, Okhla, New Delhi – 110020.

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

