

NOTICE

NOTICE is hereby given that the **13th Annual General Meeting** of Max Healthcare Institute Limited will be held on **Friday, September 26, 2014 at 11.00 AM** at the registered office of the Company at Max House, 1, Dr. Jha Marg, Okhla, New Delhi - 110 020 to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited Statement of Profits and Loss for the Financial Year ended March 31, 2014, the Balance Sheet as at date and the Reports of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Rahul Khosla (DIN 03597562), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a director in place of Dr. Peter George Harper (DIN 03600372), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint S.R. Batliboi & Co. LLP (ICAI Registration No. 301003E) (previously S.R. Batliboi & Co.) , Chartered Accountants, as Statutory Auditors of the Company for the period commencing from the conclusion of this meeting till the conclusion of the next Annual General Meeting at such remuneration as may be fixed by the Board of Directors of the Company.

Special Business:

5. **Appointment of Mr. Rajit Mehta as a Director designated as Deputy Managing Director**

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

"RESOLVED THAT Mr. Rajit Mehta (DIN 01604819), who was appointed as an Additional Director with effect from March 31, 2014, designated as Deputy Managing Director 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 Companies Act, 2013, proposing his candidature for the Office of Director, be and is hereby appointed as a Director of the Company."

6. **Appointment of Mr. Mohit Talwar as a Director**

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

"RESOLVED THAT Mr. Mohit Talwar (DIN 02394694), who was appointed as a Additional Director with effect from May 26, 2014 and whose term of office expires as

per Section 161(1) of the Companies Act, 2013, 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 Companies Act, proposing his candidature for the Office of Director, be and is hereby appointed as a Director of the Company."

7. **Appointment of Mr. Andre Meyer as a Director**

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

"**RESOLVED THAT** Mr. Andre Meyer (DIN 06877862), who was appointed as a Additional Director with effect from May 26, 2014 and whose term of office expires as per Section 161(1) of the Companies Act, 2013, 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 Companies Act, 2013, proposing his candidature for the Office of Director, be and is hereby appointed as a Director of the Company."

8. **Appointment of Mr. Kummamuri Narasimha Murthy 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 and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Mr. Kummamuri Narasimha Murthy (DIN 00023046), 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 Companies Act, 2013 and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years w.e.f September 26, 2014."

9. **Appointment of Dr. Omkar Goswami 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 and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Dr. Omkar Goswami (DIN 00004258), 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 Companies Act, 2013 and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years w.e.f September 26, 2014."

10. **Ratification of Remuneration payable to M/s Chandra Wadhawa & Co., Cost Accountants appointed as Cost Auditor of the Company for FY 2014-15.**

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 Wadhawa & Co., Cost Accountants 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 2014-15, be paid a remuneration of 3 lacs per annum plus applicable taxes and out of pocket expenses that may be incurred in connection with the audit.”

11. **Borrowing Limits under Section 180(1)(c) 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 in supersession of the ordinary resolution passed by the Shareholders of the Company at its Annual General Meeting held on August 24, 2009, in terms of the section 293(1)(d) of the Companies Act, 1956 ("Previous Act") and pursuant to the provisions of section 180(1)(c) of the Companies Act, 2013 ("the Act") and the Rules made thereunder and all other applicable provisions, if any, or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) and in terms of Articles of Association of the Company, as amended or restated, from time to time, the Company hereby accords its consent to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee which the Board may constitute for this purpose) of the Company, for borrowing any sum or sums of money from time to time whether in Indian rupees or foreign currency (including external commercial borrowings in foreign denominated currencies from any foreign source / countries as prescribed by guidelines, if any in this respect) from any one or more Company's bankers and /or from any one or more persons, firms, bodies corporate, financial institutions, banks or other acceptable source whether by way of advances, deposits, loans, non-convertible debentures, bonds or otherwise and whether unsecured or secured notwithstanding that the moneys to be borrowed together with moneys already borrowed by the Company (apart from the temporary loans obtained from the Company's Bankers in the ordinary course of business) will or may exceed the aggregate paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, however, that the total amount up to which the money may be borrowed by the Board of Directors and outstanding shall not exceed the sum of Rs. 1000 Crores (Rupees One Thousand Crores only) at any one time.

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company be and is hereby severally authorized to do all such acts, deeds and things as it may in its absolute discretion deem fit, necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and further 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."

12. Limits under Section 180(1) (a) of the Companies Act, 2013, for creation of charge on the immovable assets of the Company

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

"RESOLVED THAT in supersession of the Ordinary Resolution passed by the Shareholders of the Company at its Annual General Meeting Company held on September 28, 2010 under Section 293(1) (a) of the Companies Act, 1956 ("Previous Act") and pursuant to Section 180(1)(a) and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the shareholders of the Company be and is hereby accorded for creation by the Board of Directors on behalf of the Company, of such mortgages/ charges/ hypothecation and floating charges (in addition to the existing mortgages / charges / hypothecation created by the Company in favour of the lenders) in such form and in such manner as may be agreed to between the Board of Directors and the lenders, on all or any of the present and future immovable and / or movable properties of the Company wherever situated, of every nature and kind whatsoever to secure any Indian Rupee or foreign currency loans, Debentures, advances and all other moneys payable by the Company to the lenders concerned, subject, however, to an overall limit of Rs. 1000 Crores (Rupees One Thousand Crores only) of loans or advances already obtained or to be obtained from, in any form including by way of subscription to debentures issued or to be issued by the Company to, any financial institution, bank, body corporate, company, insurer or to the general public."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company be and is hereby severally authorized to do all such acts, deeds and things as it may in its absolute discretion deem fit, necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and further 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."

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

**New Delhi
August 6, 2014**

**Sd/-
Ruchi Mahajan
Company Secretary**

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 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 is enclosed.
3. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto and forms part of this Notice.
4. The documents referred to in the proposed resolutions and explanatory statement are open for inspection at the Registered Office of the Company during working hours between 9.30 a.m. and 1.00 p.m., except on holidays.
5. The Register of Directors and KMP and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested, under Section 189 of the Act, will be available for inspection at this Annual General Meeting.
6. Members may also note that the Notice of the 13th Annual General Meeting will also be available on the Company's website www.maxhealthcare.in for their download.

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

Item No. 5 - 7

In order to enhance the financial and operational performance of the Company and to strengthen its Top Management Team, Mr. Rajit Mehta was appointed as an additional director designated as the Deputy Managing Director of the Company w.e.f March 31, 2014. Further, Mr. Andre Meyer and Mr. Mohit Talwar have been appointed as additional directors of the Company w.e.f May 27, 2014.

In terms of Section 161(1) of the Act, the term of office of directorship of Mr. Rajit Mehta, Mr. Andre Meyer and Mr. Mohit Talwar shall expire at the ensuing Annual General Meeting

("AGM") of the Company. The Company has received notices in writing in terms of Section 160 of the Act, alongwith the requisite deposit, proposing the candidature of Mr. Rajit Mehta, Mr. Andre Meyer and Mr. Mohit Talwar for the office of Directors of the Company. In terms of the Section 152 of the Act, Mr. Mohit Talwar shall be the retiring director, in terms of the Articles of Association of the Company, Mr. Andre Meyer shall be the non retiring director and Mr. Rajit Mehta, being a Dy. Managing Director, shall not be liable to retire by rotation.

Mr. Mohit Talwar is holding 1 equity share of Rs. 10 each of the Company as a nominee of Max India Ltd. Mr. Rajit Mehta and Mr. Andre Meyer do not hold by themselves or for any other person on a beneficial basis, any shares in the Company.

The Board believes that the appointment of Mr. Rajit Mehta, Mr. Mohit Talwar and Mr. Andre Meyer as Directors of the Company would be of immense benefit to the Company. Accordingly, the Board of Directors recommends their appointment as Directors of the Company.

Except Mr. Mohit Talwar, Mr. Rajit Mehta and Mr. Andre Meyer, 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 & 7.

Item No. 8

Mr. K N Murthy is a Non-Executive Director of the Company. He joined the Board of Directors of the Company on August 26, 2009. He is also the Chairman of the Audit Committee and Corporate Social Responsibility of the Board of Directors of the Company.

Mr. K. N. Murthy is having brilliant academic record, getting ranks in both CA & ICWA courses entered the Profession of Cost & Management Accountancy in 1983. He is associated with the development of Cost & Management Information Systems for more than 150 Companies covering more than 45 Industries. In addition, he is closely associated with turning around of many large Corporates, focusing on systems improvement with Cost Reduction approach.

Apart from his experience in the field of Corporate Laws, he is also associated with the development of Cost Accounting Record Rules for many Industries as a member of Informal Advisory Committee, Dept. of Corporate Affairs, Govt. of India. His efforts in the furtherance of Costing & Management Accounting Profession in India were recognized by the Institute of Cost & Works Accountants of India (ICWAI) which has honoured him by giving citation in October 2007

Mr. Murthy does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

The Company has also received declaration from Mr. Murthy, that he meets the criteria of independence as prescribed under Section 149(6) of the Act.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mr. Murthy being eligible and offering himself for appointment is proposed to be appointed as an Independent Director for five consecutive years w.e.f September 19, 2014.

In the opinion of the Board, Mr. Murthy fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. Murthy as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding holidays.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Murthy as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Murthy as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. Murthy, 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. 8.

Item No. 9

Dr. Omkar Goswami is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company on July 19, 2012.

Dr. Omkar Goswami is a professional economist. He did his Masters in Economics from the Delhi School of Economics in 1978 and his D.Phil (Ph.D) from Oxford in 1982. He taught and researched economics for 18 years at Oxford, Delhi School of Economics, Harvard, Tufts, Jawaharlal Nehru University, Rutgers University and the Indian Statistical Institute, New Delhi.

Dr. Goswami has been a consultant to the World Bank, the IMF, the Asian Development Bank and the OECD. He serves on the board of Dr. Reddy's Laboratories and Infosys Limited — two of India's most prestigious knowledge-based companies. He also serves on the board of IDFC, Crompton Greaves, Cairn India Ltd., Ambuja Cement, Godrej Consumer Products, and DSP BlackRock Investment Managers

Dr. Goswami does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

The Company has also received declaration from Dr. Goswami, that he meets the criteria of independence as prescribed under Section 149(6) of the Act.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Dr. Goswami being eligible and offering himself for appointment is proposed to be appointed as an Independent Director for five consecutive years w.e.f. September 26, 2014.

In the opinion of the Board, Dr. Goswami fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the Management. Copy of the draft letter for appointment of

Dr. Goswami as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding holidays.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Dr. Goswami as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Dr. Goswami as an Independent Director, for the approval by the shareholders of the Company.

Except Dr. Goswami, 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. 9.

Item Nos. 10

In terms of the recently notified Companies (Cost Records & Audit) Rules, 2014 ("the Rules"), the Companies engaged in health services viz. functioning as or running hospital, diagnostic centre, clinical centers or test laboratories, having turnover of more than the limits prescribed under the aforesaid Rules, are required to include cost records to its Books of Accounts and get the same audited by a Cost Auditor..

As per the latest Audited Balance Sheet of the Company as on March 31, 2014, the Company is required to include the cost records to its Books of Accounts and get the same audited by a Cost Auditor for the Financial Year commencing on or after April 1, 2014.

On the recommendation of the Audit Committee at its meeting held on August 5, 2014, the Board had, considered and approved the appointment of M/s Chandra Wadhawa & Co., Cost Accountants as the cost auditor for the financial year 2014-15 at a remuneration of 3 Lacs per annum plus applicable taxes and out of pocket expenses that may be incurred in connection with the audit. The Board recommends this resolution for approval of the Members.

None of the Directors/Key Managerial Personnel of the Company/their relatives are in any way, concerned or interested, financially or otherwise, in the resolution.

Item Nos. 11 & 12

The members of the Company at their Annual General Meeting held on August 24, 2009 had approved by way of an Ordinary Resolution under Section 293(1)(d) of the Companies Act, 1956 ("Previous Act"), borrowings over and above the aggregate of paid up share capital and free reserves of the Company provided that the total amount of such borrowings together with the amounts already borrowed and outstanding at any point of time shall not be in excess of Rs.1000 Crores (Rupees One Thousand crores).

Also, in the Annual General Meeting of the Company held on September 28, 2010, the members had approved by way of an Ordinary Resolution under Section 293(1)(a) of the previous Act, for creation of mortgages/charge/hypothecation on all present and future properties of the Company in favour of lenders upto a limit of sanctioned under section 293(1)(d) of the Previous Act, i.e. upto Rs. 1000 Crores (Rupees One Thousand Crores).

Section 180 of the Companies Act, 2013, effective from September 12, 2013 requires that consent of the members of the company should be accorded by way of a special resolution for the aforesaid matters relating to borrowing powers of the Company and creation of the security.

Further, as per the clarification issued by the Ministry of Corporate Affairs, approval granted by the shareholders by way of an ordinary resolution shall be valid for one year from the date Section 180 became effective. Thus, the approval already granted by members is valid upto 11th September, 2014.

It is, therefore, necessary for the members to pass a Special Resolution under Section 180(1)(c) and 180(1)(a) and other applicable provisions of the Companies Act, 2013, as set out at Item No. 11 & 12 of the Notice. The Board recommends this resolutions for approval by the members of the Company as a Special Resolution.

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. 11 & 12.