

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF MAX HEALTHCARE INSTITUTE LIMITED AT THEIR MEETING HELD ON DECEMBER 24, 2018

Approval of the Scheme

“RESOLVED THAT pursuant to Section 230 to 232 read with Section 66 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Rules made thereunder and applicable provisions of the Memorandum and Articles of Association of the Company and subject to the sanction of Hon’ble National Company Law Tribunal, at appropriate jurisdiction (“NCLT”) and the approval of the majority shareholders and creditors of the Company and the statutory and regulatory authorities as may be required, including but not limited to Competition Commission of India, Securities & Exchange Board of India, the Insurance Regulatory and Development Authority of India, the applicable stock exchanges and taking into consideration the recommendation of Investment & Performance Review Committee and Audit Committee of the Company, the Composite Scheme of Amalgamation and Arrangement between Max India Limited (“Max India”), Max Healthcare Institute Limited (“MHIL”), Radiant Life Care Private Limited (“Radiant Life”) and a wholly owned company to be incorporated for this purpose by Max India Limited (“NewCo”), on the terms and conditions as stated in the draft Composite Scheme of Amalgamation and Arrangement (“Scheme”) placed before the Board, be and is hereby accepted and approved.”

“RESOLVE FURTHER THAT the appointed date in respect of the transfer of demerged healthcare undertaking of Radiant Life to MHIL and the amalgamation of the Amalgamating Company (i.e. Max India, the residual company left after the demerger of the allied health and associated activities of Max India into the NewCo.) to the Amalgamated Company (i.e. MHIL, the resultant company post the amalgamation of Amalgamating Company into and with MHIL) means the Effective Date.”

“RESOLVE FURTHER THAT this Scheme shall become effective on the last of the dates (“Effective Date”) on which the Scheme Entities (i.e. Max India, NewCo, MHIL and Radiant Life), file the drawn-up order of the NCLT approving this Scheme with the relevant Registrar of Companies.”

“RESOLVE FURTHER THAT in the opinion of the Board, the Scheme will be of advantage and be beneficial to the Company, its shareholders and other stakeholders and the terms thereof are fair and reasonable.”

Certified True Copy
For **Max Healthcare Institute Limited**


Ruchi Mahajan
Company Secretary

F5671

7th Floor, DLF Centre Court,

Golf Course Road, Phase V, Sector 42, Gurugram, Haryana 122002

