



MAX HEALTHCARE INSTITUTE LIMITED

CIN U72200MH2001PLC322854

Regd. Office: 167, Floor 1, Plot-167 A, Ready Money Mansion, Dr. Annie Besant Road,
Worli, Mumbai-400018

Email id- secretarial@maxhealthcare.com; Phone: 91-22-6660 4447

Website: www.maxhealthcare.com

NOTICE TO MEMBERS

NOTICE is hereby given that an **Extra-Ordinary General Meeting** of Max Healthcare Institute Limited (“**the Company**”) will be held on **Monday, the 12th day of August, 2019** at **1100 Hours** at **LOCUS, Board Room, 7th Floor, Tower A, DLF Centre Court, DLF City, Phase-V, Gurgaon-122002** to transact the following businesses at shorter notice:

1. To increase the 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 to the special resolution passed by the shareholders of the Company at their Annual General Meeting held on September 26, 2014 and pursuant to 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 Memorandum & Articles of Association of the Company, as amended or restated, from time to time, the consent of shareholders of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any committee which the Board have constituted or may constitute or any person(s) authorized by the Board to exercise the powers conferred on the Board under this resolution) of the Company, for borrowing any sum or sums of money from time to time whether in Indian rupees or foreign currency (including but not limited to 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 or consortium of 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

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Corporate Office: 5th, 6th & 7th Floor, Tower-A, DLF Centre Court, DLF City Phase-V,
Sector-42, Golf Course Road, Gurugram- 122002,

Haryana

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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 share capital, free reserves (that is to say, reserves not set apart for any specific purpose) and securities premium of the Company, however, the total amount up to which the money may be borrowed by the Board and outstanding at any point of time shall not exceed INR 1500 Crores (Indian Rupees One Thousand and Five Hundred Crores only).”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution and for matters connected therewith or incidental thereto.”

2. To increase the limits under Section 180(1)(a) of the Companies Act, 2013, for creation of charge on movable and immovable assets of the Company, both present and future, in respect of borrowings

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

“**RESOLVED THAT** in supersession to the Special Resolution passed by the Shareholders of the Company at their Annual General Meeting held on September 26, 2014 and pursuant to provisions of Section 180(1)(a) and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the rules made thereunder and all other applicable provisions, if any, of 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 Memorandum & Articles of Association of the Company, as amended or restated, from time to time, the consent of shareholders of the Company be and is hereby accorded for creation by the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include, any committee which the Board have constituted or may constitute or any person(s) authorized by the Board to exercise the powers conferred on the Board under this resolution) on behalf of the Company, such charges, mortgages and hypothecations (in addition to the existing charges, mortgages and hypothecations created by the Company in favour of the lenders), on all or any part of such movable and immovable properties of the Company, both present and future, and in such form and in such manner as the Board may deem fit, together with power to take over the substantial assets of the Company in certain events in favour of banks/financial institutions/any other lender or other investing agencies and trustees for the holders of debentures/bonds/other instruments to secure rupee/foreign currency loans and/or the issue of debentures whether partly/fully convertible or non-convertible and/or rupee/foreign

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currency convertible bonds and/or foreign currency bonds and/or bonds with share warrants attached (hereinafter collectively referred to as “Loans”) provided that the total amount of Loans together with all other moneys payable by the Company in respect of the said Loans for which the charge, mortgage and hypothecation is to be created, shall not, at any time exceed INR 1500 Crores (Rupees One Thousand and Five Hundred Crores only).”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution and for matters connected therewith or incidental thereto.”

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

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

Date: August 08, 2019

Place: New Delhi

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. 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. A format of proxy in the prescribed form is enclosed.

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3. The meeting is being convened at a shorter notice, after obtaining the consent, in writing, of majority in number of members entitled to vote and who represent not less than 95% of such part of the paid up share capital of the Company as gives a right to vote at this meeting, pursuant to Section 101 of the Act.
4. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
5. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto and forms part of this Notice.
6. Members may also note that the Notice of the Extra Ordinary General Meeting will also be available on the Company's website www.maxhealthcare.in for their download.

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

Item No. 1 & 2

The members of the Company at their Annual General Meeting held on September 26, 2014 had approved by way of special resolutions under Section 180(1)(c) and Section 180(1)(a) of the Companies Act, 2013 ("the Act"), borrowing powers of the Company and creation of security in favour of the lenders respectively, over and above the aggregate of paid up share capital, free reserves and securities premium of the Company provided that the total amount of such borrowings together with the amount already borrowed and outstanding at any point of time shall not be in excess of INR 1000 Crores (Indian Rupees One Thousand Crores).

The Board of Directors of the Company ("the Board") in their meeting held on June 21, 2019, pursuant to the Shareholders' Agreement dated December 24, 2018 (as amended from time to time) executed amongst Max India Limited, Radiant Life Care Private Limited and the Company, accorded its approval for Shareholder Loan of an aggregate amount upto INR 440 Crores to be availed from Radiant Life Care Private Limited for meeting the business requirements of the Company.

Further, the Company is in the process of raising funds in the form of Secured Non-Convertible Debentures (NCDs) from International Financial Corporation for an amount upto INR 483,90,00,000 (Indian Rupees Four Hundred Eighty-Three Crores and Ninety Lacs only) on private placement basis.

In view of the above and considering the working capital and other fund requirements of the Company, it is proposed to seek approval from the shareholders of the Company for increasing the borrowing powers of the Company from INR 1000 Crores (Rupees One Thousand Crores) to INR 1500 Crores (Rupees One Thousand and Five Hundred Crores). As per Section 180(1)(c) of the Act, borrowings (apart from temporary loans obtained from the Company's bankers in ordinary course of business) by the Company beyond the aggregate of paid up share capital, free reserves and securities premium of the Company requires approval from the shareholders of the Company by way of Special Resolution.

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Further, the proposed enhancement in borrowings of the Company may, if necessary, be secured by way of charge / mortgage/ hypothecation on the Company's assets in favour of the lenders / holders of securities / trustees for the holders of the said securities. As the documents to be executed between the lenders/security holders/ trustees for the holders of the said securities and the Company may contain provisions to take over substantial assets of the Company in certain events, it is necessary to pass a Special Resolution under Section 180(1)(a) of the Act, for creation of charges/mortgages/hypothecations for an amount not exceeding INR 1500 Crores.

Accordingly, the Board recommends passing of resolutions under item nos. 1 and 2 as Special Resolutions.

None of the Directors, Promoters and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolutions set out at item No. 1 & 2.

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PROXY FORM

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

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

Registered office: 167, Floor 1, Plot-167A, Ready Money Mansion, Dr. Annie Besant Road, Worli, Mumbai-400018

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 Extra-ordinary General Meeting of the Company, to be held on **Monday, the 12th day of August, 2019, at 11.00 a.m. at LOCUS, Board Room, 7th Floor, Tower A, DLF Centre Court, DLF City, Phase-V, Gurgaon-122002** and at any adjournment thereof in respect of such resolutions as are indicated below:

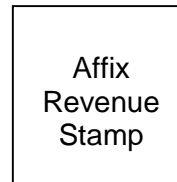
Resolution No.:

1. _____
2. _____

Signed this ____ day of _____, 2019

Signature of Shareholder

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.

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Attendance Slip

Extra-ordinary General Meeting of Max Healthcare Institute Limited

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

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

I/ We hereby record my/ our presence at the Extra-ordinary General Meeting of the Company being held on **Monday, the 12th day of August, 2019 at 11.00 a.m. at LOCUS, Board Room, 7th Floor, Tower A, DLF Centre Court, DLF City, Phase-V, DLF Centre Court, DLF City, Phase-V, Gurgaon-122002.**

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*

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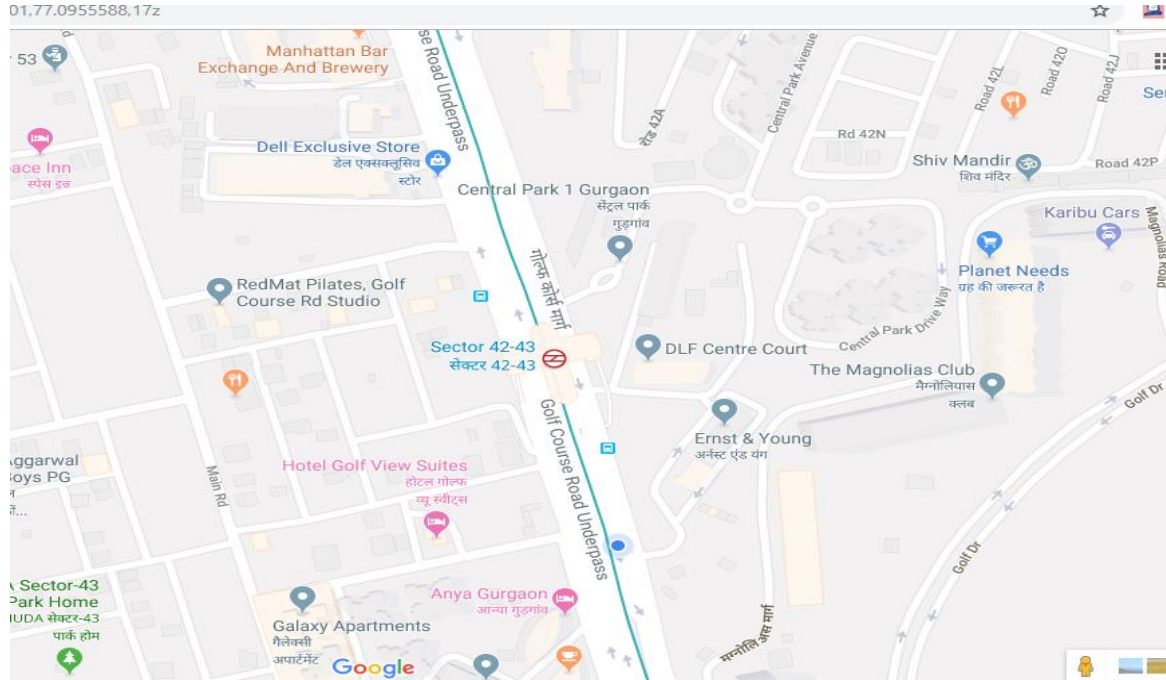
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Route map of the EGM Venue



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