



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 Tuesday, the 25th day of February, 2020 at 1400 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 limit to make loan(s) or give guarantee(s) or provide security(ies) or make investment(s) in excess of the prescribed limit under Section 186 of the Companies Act, 2013 read with the rules made thereunder**

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

"RESOLVED THAT in supersession to the special resolution passed by the members of the Company at their Annual General Meeting held on September 29, 2016, pursuant to the provisions of Section 186 and other applicable provisions of the Companies Act, 2013 ("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 in terms of Memorandum & Articles of Association of the Company, as amended or restated, from time to time and all other provisions of applicable laws, the consent of members 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 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) to (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of

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any other body corporate, in one or more tranches, on such terms and conditions as the Board may deem fit and proper, subject however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of INR 3500 Crores (Indian Rupees Three Thousand and Five Hundred Crores only) [excluding the investment made / loan/ guarantee/ security under the wholly - owned subsidiaries of the Company (existing or future)], 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(2) 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).”

2. 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 members of the Company at their Extra-Ordinary General Meeting held on August 12, 2019 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 members of the Company be and is hereby accorded to the Board of Directors of the Company (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), 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

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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 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 3500 Crores (Indian Rupees Three 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.”

3. 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 members of the Company at their Extra-Ordinary General Meeting held on August 12, 2019 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 members 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, pledges and hypothecations (in addition to the existing charges, mortgages,

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pledges 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 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 3500 Crores (Rupees Three 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.”

4. Offer and issue of Non-convertible debentures

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

"RESOLVED THAT pursuant to the provisions of Section 23, 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 and such others rules and regulations made thereunder (including any amendments, statutory modification(s) and/or re-enactment thereof for the time being in force) (the “**Act**”), the provisions of the Memorandum and Articles of Association of the Company and any other rules, regulations, guidelines, notifications, circulars and clarifications issued by the Government of India, Ministry of Corporate Affairs, Reserve Bank of India, Securities and Exchange Board of India (“**SEBI**”), including but not limited to the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 as amended from time to time, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time (“**SEBI Listing Regulations**”) SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 amended or re-enacted from time to time (“**SEBI (ICDR) Regulations**”), Foreign Exchange

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Management Act, 1999, as amended, and rules and regulations framed thereunder including any amendment(s), statutory modification(s), variation(s) or re-enactment(s) thereof, to the extent applicable and subject to necessary approvals, permissions, sanctions and consents as may be required from any government and regulatory authorities and any other relevant governmental authorities, including from BSE Limited and / or National Stock Exchange of India Limited (collectively the "**Stock Exchanges**") and all other statutes, rules, regulations, guidelines, notifications, circulars and clarifications as may be applicable and subject to such approvals, permissions, sanctions and consents as may be necessary and on such terms and conditions (including any alterations, modifications, corrections, changes and variations, if any, that may be stipulated while granting such approvals, permissions, sanctions and consents as the case may be) by any other regulatory authorities which may be agreed to and/or accepted by the Board of Directors of the Company (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) and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board in its absolute discretion, the approval of the members of the Company be and is hereby accorded to the Board to create, offer, issue and allot at an appropriate time, in one or more tranches, the Secured/Unsecured/Redeemable / Listed / Unlisted Non-Convertible Debentures ("**NCDs**") including but not limited to subordinate debentures, bonds, and/or other debt securities etc. aggregating to a nominal value of up to INR 100,00,00,000 (Indian Rupees One Hundred Crores only), to a select group of investors being foreign portfolio investors (FPIs) registered under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019 (as amended from time to time), who will be identified by the Board which shall be up to a maximum number of two hundred in a financial year ("**Identified Person(s)/ Investor(s)**"), by way of private placement, in one or more tranches, on such terms and conditions, rate of interest, redemption period etc. as may be deemed appropriate by the Board, subject to the total borrowing of the Company by way of the proposed issuance and allotment of the NCDs not exceeding the borrowing limits approved by the members of the Company, from time to time under section 180(1)(c) of the Act."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to take all necessary actions and to do and perform all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary, desirable, incidental or expedient for such purpose, including without limitation to vary, modify or alter any of the relevant terms and conditions, time of issue, number and/or value of securities to be offered,

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issue price, tenor, interest rate, premium/discount and further authorised to finalise/modify any other related agreements, addendum, memoranda, deeds, documents, writings, undertaking, guarantee, indemnity etc., to be executed and amendments/modifications thereto, provide any clarifications related to the issuance and allotment of NCDs, listing of NCDs on Stock Exchanges (if required in terms of the SEBI Listing Regulations), making of application to the relevant depository(ies) for admission of NCDs as appropriate and further authorised to register all such agreements, documents, instruments and writings as deemed necessary, including issuing of a private placement offer letter, information memorandum, disclosure documents, debenture subscription agreement, debenture trust deed and/or any other deeds, documents, writings as may be required under applicable laws, in connection with the offering(s), issuance(s) and/or allotment of NCDs on a private placement basis (including documents in connection with appointment of agencies, intermediaries and advisors), utilisation of the issue proceeds and further to authorise all such persons as may be necessary in connection therewith and incidental thereto as the Board in its absolute discretion deem fit, with further power to settle all questions, difficulties or doubts that may arise in this regard, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution and the decision of the Board shall be final and conclusive.”

“RESOLVED FURTHER THAT if required, the Board be and is hereby authorized to create and provide security (including by way of a charge over its assets) in relation to such NCDs and to further approve the creation of security for the NCDs by the Company and / subsidiaries or other associates of the Company.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things necessary for the purpose of giving effect to these resolutions and to authorize such officials as they may deem fit to finalise, sign and execute all documents, and take all actions as may be required in relation to the issuance and allotment of the NCDs on behalf of the Company.”

“RESOLVED FURTHER THAT all action(s) taken by the Board (or committee(s) thereof), any Director(s) or Officer(s) or any other authorised signatory/ies of the Company in connection with any matter(s) referred to or contemplated in any of the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

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

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

Date: February 19, 2020

Place: Gurugram (Haryana)

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NOTES:

1. The Statement as required under Section 102 of the Companies Act, 2013 ("the Act") is annexed to the Notice.
2. *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.
3. 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.
4. Proxies registers shall be made available for inspection during the period beginning twenty-four hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the meeting. Inspection shall be allowed between 9.00 A.M. and 6.00 P.M.
5. Members are requested to intimate change, if any, in their address to the Company at its Registered Office.
6. 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.
7. 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.
8. The Members/ Proxies should fill the Attendance Slip for attending the EGM.

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9. All documents referred to in the Notice are open for inspection at the registered office of the Company on all the working days, between 11.00 a.m. to 1.00 p.m. from the date of dispatch of the Notice till the date of this EGM.
10. 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.
11. Route-map to the venue of the Meeting is provided at the end of the Notice

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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

The members of the Company at their Annual General Meeting held on September 29, 2016 had approved by way of special resolution in terms of the provisions of section 186 of the Companies Act, 2013 ("the Act"), to (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, in one or more tranches, on such terms and conditions as the Board may deem fit and proper, for an aggregate amount outstanding at any point of time upto INR 2500 crore (Indian Rupees Twenty Five Hundred Crores)[excluding the investment made / loan/ guarantee/ security under the wholly - owned subsidiaries of the Company (existing or future)].

Considering the ongoing and future business requirements of the Company and proposed acquisition of remaining stake in Crosslay Remedies Limited (i.e. 22.05%) and Saket City Hospitals Private Limited (i.e. 49%), the abovementioned limit is likely to be exhausted in near future. Accordingly, it is proposed to seek approval from the members of the Company for increasing the limits for (a) give any loan to any person or other body corporate (at an interest rate which is charged by the Company for similar transactions in ordinary course of business); (b) give any guarantee or provide security in connection with a loan to any other body corporate or person (at a financial arrangement fees which is charged by the Company for similar transactions in ordinary course of business; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, in one or more tranches, for an aggregate amount outstanding at any point of time upto INR 3500 crore (Indian Rupees Thirty Five Hundred Crores)[excluding the investment made / loan/ guarantee/ security under the wholly - owned subsidiaries of the Company (existing or future)],

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

Accordingly, the Board of Directors of the Company in their meeting held on Feb 6, 2020 unanimously approved the above proposal and recommended the Special Resolution set forth in Item No. 1 of this Notice for approval of the members.

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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 / entities in which investments may be made or loans/guarantees may be given or securities may be provided pursuant to this Special Resolution.

Item No. 2 & 3

The members of the Company at their Extra-Ordinary General Meeting held on August 12, 2019 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 1500 Crores (Indian Rupees One Thousand and Five Hundred Crores only).

Further, it may also be noted that pursuant to the Composite Scheme of Amalgamation and Arrangement between Max India Limited, the Company, Radiant Life Care Private Limited ("Radiant") and Advaita Allied Health Services Limited and their respective shareholders and creditors, upon the Scheme becoming effective, all debts, liabilities, contingent liabilities, present or future, duties and obligations, secured or unsecured, whether known or unknown, including contingent / potential tax liabilities of the Demerged Undertaking of Radiant shall, pursuant to the applicable provisions of the Act and in terms of the Scheme and, without any further act or deed, become the debts, liabilities, contingent liabilities, duties and obligations of the Company.

So, keeping in view the outstanding loans of the demerged undertaking of Radiant, existing outstanding borrowings of the Company and considering the future business requirements of the Company, the aforesaid limit is likely to be exhausted in near future. In order to have adequate financial flexibility and liquidity, it is proposed to seek approval from the members of the Company for increasing its borrowing powers from INR 1500 Crore (Rupees One Thousand Five Hundred Crores) to INR 3500 Crore (Rupees Three Thousand 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 members 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 3500 crores.

Accordingly, the Board of Directors of the Company in their meeting held on Feb 6, 2020 unanimously approved the above proposals and recommended the Special Resolutions set forth in Item No. 2 and 3 of this Notice for approval of the members.

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. 2 & 3.

Item No. 4

The members of the Company may please note that the Company had received a put option notice from the existing shareholders of Crosslay Remedies Limited ("**CRL**") on July 9, 2019 for selling their remaining stake (i.e. 22.05%) to the Company in terms of **Clause 5** of the CRL Shareholders' Agreement executed on May 28, 2015 as amended from time to time.

In terms of the existing Foreign Direct Investment Policy, acquisition of the remaining stake of CRL by the Company shall be treated as indirect foreign investment and for such downstream investment, the Company is required to bring in the requisite funds from outside of India and not use funds borrowed in the domestic markets. Further, subscription by persons resident outside India to non-convertible debentures issued by an Indian company will not be construed as funds borrowed/ leveraged in the domestic market. However, raising of debt and its utilization will have to comply with the applicable provisions of the Companies Act, 2013 ("**the Act**") and the rules or regulations made thereunder.

Accordingly, in order to acquire the remaining stake of CRL from the existing shareholders of CRL by the Company, the Company proposes to raise funds by way of issuance of non-convertible debentures to certain investor(s) being Foreign Portfolio Investor(s) (FPIs) registered under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019 (as amended from time to time) as may be identified by the Board ("**Identified Person(s)**")/ ("**Identified Investor(s)**"), for a nominal amount of upto INR 100 crores, on a private placement basis ("**NCDs**").

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The Board of Directors of the Company had, in their meeting held on February 06, 2020, approved the proposal relating to creating, inviting, offering, issuing and allotting upto 1,000 (One Thousand) listed / unlisted, redeemable, secured / unsecured non-convertible debentures in the denomination of INR 10,00,000 (Indian Rupees Ten Lacs only) each, and aggregating to a nominal value of up to INR 100,00,00,000 (Indian Rupees One Hundred Crores only) (“**NCDs**”) to Identified Person(s)/ Investor(s).

Pursuant to Sec 71 and Sec 42 (2) of the Act read with Rule 14 of the Companies (Prospectus & Allotment of Securities) Rules, 2014, it is proposed to seek an approval from the members of the Company relating to creating, offering, issuing and allotting aforesaid NCDs by way of private placement, in one or more tranches, by way of the proposed issuance and the key terms of the issue are as under:

a.	Particulars of the offer including date of passing of Board resolution	Secured or Unsecured Listed,/ Unlisted Redeemable NCDs whether cumulative and/ or non-cumulative for an amount not exceeding in the aggregate a nominal value of up to INR 100,00,00,000 (Indian Rupees One Hundred Crores only) in one or more tranches on a private placement basis at such interest rate(s) and on such terms and conditions as may be determined by the Board/Committee of Directors/any person duly authorised by the Board. Date of passing Board Resolution: February 6, 2020.
b.	Kinds of securities offered and the price at which security is being offered	Secured or Unsecured Redeemable Listed / Unlisted NCDs whether cumulative and/ or non-cumulative at premium, discount or at par, as may be determined by the Board/Committee of Directors/any person duly authorized by the Board.
c.	Basis or justification for the price (including premium, if any) at which the offer or invitation is being made	Since the issuance would be in one or more tranches, price will be determined by the Board/Committee of Directors/any person duly authorised by the Board in accordance with the prevailing market conditions at the time of issue.

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c.	Name and address of valuer who performed valuation	Not applicable in case of NCDs.
d.	Amount which the company intends to raise by way of such securities	INR 100,00,00,000 (Indian Rupees One Hundred Crores only)
e.	Material terms of raising such securities	Since the issuance would be in one or more tranches, material terms will be determined by the Board/Committee of Directors / any person duly authorized by the Board, in accordance with the applicable provisions of the Companies Act, 2013 and the Rules framed thereunder and other applicable law for the time being in force.
f.	Proposed time schedule	12 months from the date of passing of this resolution.
g.	Purposes or objects of offer	<ul style="list-style-type: none"> ➤ The proceeds of the NCDs are proposed to be utilized by the Company for purchasing the remaining 22.05% equity stake in one of the Company's subsidiaries i.e. Crosslay Remedies Limited, and / or such other purposes as permitted under the applicable laws and approved by the Board from time to time. ➤ Pending utilization of the proceeds of the NCDs for its actual purpose / objects as referred above, if required, such subscription money may temporarily be invested in interest bearing liquid investments and instruments, including money market mutual funds and deposits with banks and corporate, in accordance with investment policies approved by the Board / Committee constituted by the Board, from time to time.

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h.	Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects	None
i.	Principle terms of assets charged as securities	The principal amount of the NCDs to be issued together with all interest due on the NCDs in respect thereof shall be secured by way of an exclusive (and/or such other ranking as may be acceptable to the Identified Investor(s)) for the benefit of the Identified Investor(s), over equity shares of Crosslay Remedies Limited held / to be held by the Company and/or such other specific present and/or future receivables/assets of the Company on such terms as may be decided mutually by and between the Company and the Identified Investor(s). The Company will create / cause the creation of appropriate security interest for the benefit of the Identified Investor(s) for in respect of the NCDs on the assets adequate to ensure atleast 100% asset cover for the NCDs (along with the interest due thereon).

Accordingly, the Board recommends passing of resolutions under item nos. 4 as Special Resolutions.

Further, it may please be noted that the above proposal is over and above the approval accorded by the members of the Company in their meeting held on September 24, 2019 for offering, issuing and allotting non - convertible debentures for an amount upto INR 483,90,00,000 (Indian Rupees Four Hundred Eighty Three Crores and Ninety Lacs only)

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. 4.

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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]

CIN: U72200MH2001PLC322854

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:

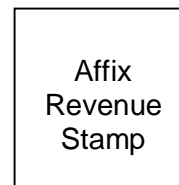
1. Name: _____
Address: _____
Email Id: _____
Signature: _____; or failing him

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 **Tuesday, the 25th day of February, 2020, at 1400 hrs 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. _____
3. _____
4. _____



Signed this _____ day of _____, 2020

Signature of Member

Signature of Proxy Holder(s)

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

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.				
3.				
4.				

I/ We hereby record my/ our presence at the Extra-ordinary General Meeting of the Company being held on **Tuesday, the 25th day of February 2020 at 1400 hrs at LOCUS, Board Room, 7th Floor, Tower A, 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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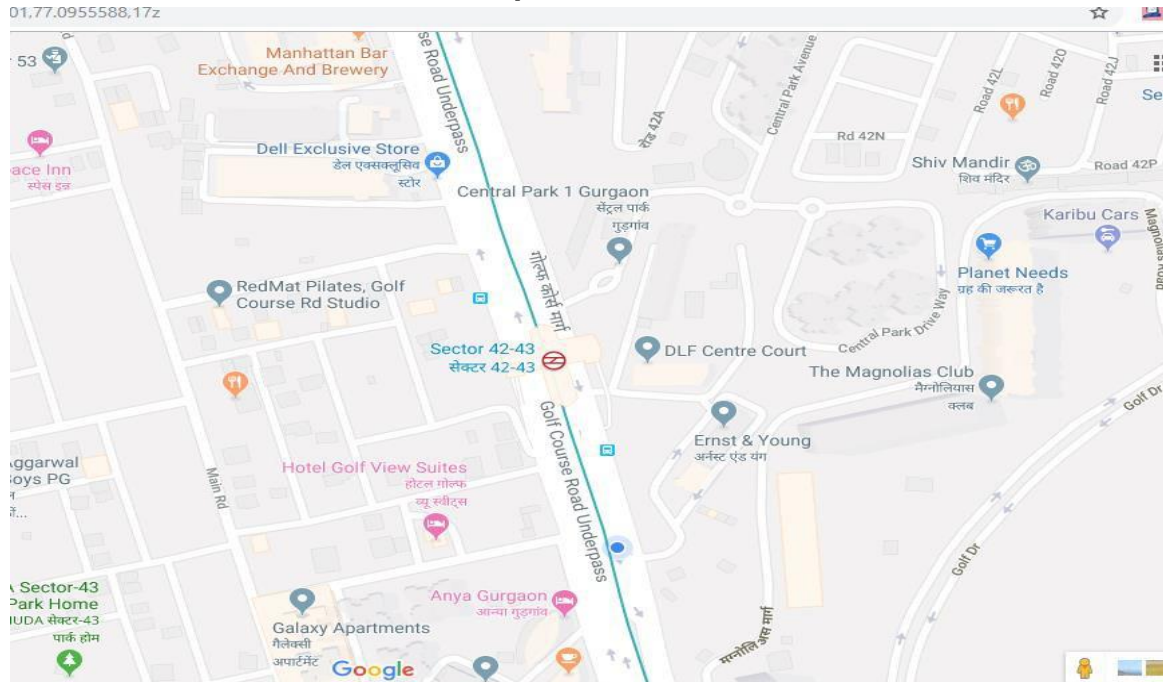
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Route map of the EGM Venue



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