

MAX HEALTHCARE INSTITUTE LIMITED
CIN U72200DL2001PLC111313
Regd. Office: N-110, Panchsheel Park, New Delhi - 110017, India

NOTICE TO MEMBERS

NOTICE is hereby given that the **EXTRA-ORDINARY GENERAL MEETING** of the members of Max Healthcare Institute Limited (“the Company”) will be held on **Wednesday, October 31, 2018**, at **1600 Hrs** at the registered office of the Company at **Ground Floor, Conference Room, N -110, Panchsheel Park, New Delhi - 110017, India** (route map enclosed) to transact the following businesses at a shorter notice:

1. **Amendment in the Articles of Association of the Company**

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

“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules and regulations made thereunder including any amendment, re-enactment or statutory modification thereof and such other statutes, notifications, circulars, rules and regulations as may be applicable and relevant, each as amended, modified or restated, and subject to such approvals, permissions, consents and sanctions as might be required from any regulatory authority and further subject to such conditions and modifications as may be prescribed by such regulatory authority while granting such approvals, consents, permissions and sanctions, and which may be agreed to by 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), approval of the members of the Company be and are hereby accorded for amending the Articles of Association of the Company by way of addition / insertion of the following clause after clause 110:

“110A - Notwithstanding anything contained in these Articles, the Company and the Shareholders may agree in writing to deviate from the provisions of these Articles and all acts and/or omissions pursuant to and in compliance with such written agreement shall be valid and binding on the Company and the Shareholders and not be considered *ultra vires the Articles*.”

“RESOLVED FURTHER THAT the Board of Directors and the Company Secretary, of the Company, 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.”

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

Date: October 23, 2018

New Delhi

**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. 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.
2. The meeting is being convened at a shorter notice, after obtaining the consent, in writing, of more than 95% of the members of the Company, pursuant to the provisions of Section 101 of the Act.
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 EGM are requested to send a duly certified copy of their Board Resolution authorizing their representatives to attend and vote at the EGM.
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. The Register of Directors & KMPs and their shareholding maintained under Section 170 of the Act and the Register of Contracts or Arrangement in which Directors are interested maintained under Section 189 of the Act, will be available for inspection by the members at the EGM.
7. 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.

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 may please note that Radiant Life Care Pvt. Ltd. (“Purchaser”), a hospital chain backed by private equity firm KKR & Co., propose to buy all equity shares held by Life Healthcare International (Proprietary) Limited [“Seller” / “LHC”] in the Company (i.e. 26,69,97,937 (Twenty Six Crores Sixty Nine Lacs Ninety Seven Thousand Nine Hundred Thirty Seven) (“Proposed Transaction”).

The Proposed Transaction is subject to the execution of a mutually agreed (i) Share Purchase Agreement (“SPA”) to be entered between the Company, the Purchaser and Seller; and (ii) shareholders agreement (“SHA”) to be entered into between the Company, Max India Limited and the Purchaser. The Proposed Transaction is also subject to the receipt of necessary regulatory and other approvals.

In order to facilitate the Proposed Transaction, the Seller i.e. Life Healthcare Group (Proprietary) Limited, Max India Limited and the Company had entered into a Letter Agreement dated September 19, 2018 to modify, suspend, and / or waive, as applicable, some of the provisions of the restated SHA entered by the Parties on August 31, 2014.

In terms of the said Letter Agreement, the Parties have also agreed to amend the Articles of Association of the Company as detailed under the resolution set out at item no .1 above.

The draft of the amended AOA proposed for approval, is circulated along with this Notice of the Extra-ordinary General Meeting.

A copy of the AOA of the Company together with the proposed alteration is available for inspection by the members of the Company at its Registered Office during normal business hours on all working days upto the date of the Meeting.

In terms of Section 14 of the Companies Act, 2013, the consent of the members by way of Special Resolution is required for proposed alteration in the Articles of Association of the Company.

The Board of Directors of the Company in their meeting held on October 23, 2018 recommended the passing of the Special Resolution under item No. 1 of the accompanying Notice for the approval of the Members of the Company.

LHC and Max India being the existing promoters of the Company shall deemed to be interested and apart from that none of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financial or otherwise, in the Resolution at item no. 1 of the Notice.

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: **N-110, Panchsheel Park, New Delhi - 110017, India**

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 Wednesday, 31st day of October 2018 at 1600 Hrs at its registered office (as referred above) and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.:

1. _____

Signed this ____ day of _____, 2018
 Signature of member

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)
 N-110, Panchsheel Park, New Delhi, India

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/ Husband Name	Address as Regd. With the Company
1.			
2.			
3.			

I/ We hereby record my/ our presence at the Extra-ordinary General Meeting of the Company being held on Wednesday, 31st day of October 2018 at 1600 hrs at Ground Floor, Conference Room, N – 110, Panchsheel Park, New Delhi - 110017, India.

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 EGM Venue

