

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 **Thursday, December 27, 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. **Shifting of Registered office from the National Capital Territory (NCT) of Delhi to the State of Maharashtra and alteration of Memorandum of Association**

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 12, 13 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rule 30 of the Companies (Incorporation) Rules 2014 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 the approval of the Central Government (Power Delegated to Regional Director) and/ or any authority(ies) as may be prescribed from time to time 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), the consent of members of the Company be and is hereby accorded for shifting of Registered Office of the Company from the National Capital Territory (NCT) of Delhi to Mumbai, the State of Maharashtra and that clause II of the Memorandum of Association of the Company be substituted with the following clause:

II. The Registered Office of the Company will be situated in the State of Maharashtra

“RESOLVED FURTHER THAT the Board of Directors and the Company Secretary, of the Company, or any officer/executive/representative and/or any other person so authorized by the Board be and are hereby severally authorized on behalf of the Company to make any modifications, changes, variations, alterations or revisions

stipulated by any authority, while according approval, consent as may be considered necessary and to appoint counsels/consultant and advisors, file applications/petitions, issue notices, advertisements, obtain orders for shifting of Registered Office from the authorities concerned and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company.”

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

Date: December 24, 2018

sd/-

New Delhi

**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 BUSINESS

Item No. 1

Presently the Registered Office of the Company is situated in the National Capital Territory (NCT) of Delhi and the Corporate Office overseeing the day to day operations of the Company is situated at Gurugram.

The members may please note that the Board of Directors of the Company in their meeting held on December 24, 2018, in- principally approved the composite scheme of amalgamation and arrangement involving the Company, Max India Limited (“Max India”) and Radiant Life Care Private Limited (“Radiant”) [“the Scheme”]. The proposed Scheme would enable the Company to have strong presence in North India and also emerge as a strong competition for existing healthcare players.

The registered office of Max India is in the State of Punjab, Radiant Life Care is State of Maharashtra and that of the Company is in New Delhi.

To exercise better administrative and economic control and enable the Company to rationalize and streamline its operations as well as the management of affairs, the Board of Directors of the Company in its meeting held on December 24, 2018 has recommended shifting the Registered Office of the Company from the National Capital Territory (NCT) of Delhi to Mumbai, the State of Maharashtra.

The aforesaid proposal for shifting of Registered Office of the Company is in the best interest of the Company, shareholders and all concerned parties and will not be detrimental to the interest of members of the public, shareholders, creditors or employees, in any manner whatsoever.

Pursuant to the provisions of Section 12, 13, 110 and all other applicable provisions, if any, of the Companies Act read with applicable Rules and Regulations made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), shifting of the Registered Office from one State to another and alteration of Clause II of the Memorandum of Association (the “MOA”) of the Company requires the approval of the members of the Company by means of a Special Resolution.

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

A copy of the MOA of the Company together with the proposed alterations 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.



The Board of Directors of your Company seeks your approval by way of Special Resolution and will thereafter file an application with the Central Government (Regional Director) for seeking their approval on the same.

None of the Promoters, 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 Thursday, 27th day of December 2018 at 1100 Hrs at its registered office (as referred above) and at any adjournment thereof in respect of such resolution 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 Thursday, 27th day of December 2018 at 1100 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

