

MAX HEALTHCARE INSTITUTE LIMITED

NOTICE

NOTICE is hereby given that an **Extra-ordinary General Meeting** of Max Healthcare Institute Limited (“**the Company**”) will be held on **Monday, the 25th day of May, 2015**, at **1600 hrs** at the **Registered Office** of the **Company** at: Max House, 1, Dr. Jha Marg, Okhla, New Delhi-110020 to transact the following business:

I. APPROVAL FOR INVESTMENT / LOAN/ GUARANTEE / SECURITY IN TERMS OF SECTION 186 (3) OF THE COMPANIES ACT, 2013

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

“**RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013, and any other applicable provisions of the Companies Act, 2013 (“the Act”) read with the rules made thereunder (including any statutory modification(s) 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 the Articles of Association of the Company and all other provisions of applicable laws, consent of the Shareholders 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 include any Committee constituted by the Board or any person(s) authorized by the Board or its Nominated Committee, to exercise the powers conferred on the Board), to acquire by way of subscription, purchase or otherwise, not less than 76% of the securities, on a fully diluted basis, of Crosslay Remedies Limited [CIN U24239DL2002PLC113719] (“Target Company”) and / or to give loans and / or to provide guarantee or security in connection with the loan availed by the Target Company, in one or more tranches, upto an aggregate amount not exceeding Rs. 600 crores (Rupees Six Hundred Crores), 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 Act.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorised to negotiate and decide, from time to time, terms and conditions, to execute such documents, deeds, writings, papers and / or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit, necessary or appropriate and settle any questions, difficulty or doubt that may arise in this regard.”

“RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolutions are hereby approved and confirmed in all respects.”

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

sd/-

**Place: New Delhi
Date: May 22, 2015**

**Ruchi Mahajan
Company Secretary**

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 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. Proxies in order to be effective must be received at the Registered Office of the Company at Max House, 1, Dr. Jha Marg, Okhla, New Delhi – 110 020 at any time but not less than 48 hours before the meeting. A format of proxy is enclosed.
3. 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.
4. The explanatory statement pursuant to Section 102 of the Act is annexed hereto and forms part of this Notice.
5. The documents referred to in the proposed resolutions and explanatory statements are open for inspection at the Registered Office of the Company during working hours between 9.30 a.m. and 1.00 p.m., except on holidays.

**Max Healthcare Institute Limited
(CIN: U72200DL2001PLC111313)**

**Regd. Office: Max House, 1, Dr. Jha Marg, Okhla, New Delhi-110020
Phone: 91-11-41612123, Fax: 91-11-41612155, E-mail: secretarial@maxhealthcare.com
www.maxhealthcare.in**

6. 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.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO. I

Your Company has been continuously pursuing various growth opportunities by way of acquisition of Greenfield / Brownfield hospitals. In line with this objective, the Board of Directors of the Company had, in its meeting held on May 14, 2015, approved the proposal relating to acquisition of a brown field hospital, currently owned by Crosslay Remedies Limited [CIN U24239DL2002PLC113719] ("Target Company") by way of subscription, purchase or otherwise, not less than 76% of the securities, on a fully diluted basis, and / or to give loans and / or to provide guarantee or security in connection with the loan availed by the Target Company, in one or more tranches, upto an aggregate amount not exceeding Rs. 600 crores (Rupees Six Hundred Crores).

The Shareholders may please note that, with the superior clinical program and experience, it is believed that after acquisition, the acquired hospital is going to be benefitted from the synergic opportunities from other Max Network hospitals operating in NCR.

Section 186(2) of the Act provides that no company is permitted to, directly or indirectly, give any loan to any person or other body corporate, give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is more.

Section 186(3) of the Act read with Rule 13 of the Rules also provides that where the aggregate of the loans and investments so far made and the amount for which guarantees or securities so far provided to or in all other bodies corporate alongwith the investment, loan, guarantee or security proposed to be made or given by the Board exceed the limits specified under Section 186(2) of the Act, no such investment or loan is permitted to be made or given or guarantee/ security permitted to be provided unless previously authorized by a Special Resolution.

The proposed financial commitment (in the form of loan or guarantee or security or investment) by the Company in Target Company, as referred above is beyond the limits prescribed under Section 186 (2) of the Act.

Further, it may please be noted that aforesaid investment, loans /guarantees/securities etc. shall be made/given by the Company out of internal accruals, borrowings or any combination thereof or out of and such other means/manner as considered appropriate by the Board or any duly constituted Committee thereof.

In light of the above, the Directors of the Company commend the resolution set out at item no. I for approval of Shareholders by way of Special Resolution in terms of Section 186(3) of the Act.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the aforesaid Special Resolutions.

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: Max House, 1, Dr. Jha Marg, Okhla, New Delhi - 110020

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 the 25th May, 2015 at 1600 Hrs at its registered office and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Description	Optional	
		For	Against
	Special Business		
1.			

Max Healthcare Institute Limited
(CIN: U72200DL2001PLC111313)

Regd. Office: Max House, 1, Dr. Jha Marg, Okhla, New Delhi-110020

Phone: 91-11-41612123, Fax: 91-11-41612155, E-mail: secretarial@maxhealthcare.com

www.maxhealthcare.in



Care for life

Affix Revenue
Stamp

Signed this ____ day of May, 2015
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.

Max Healthcare Institute Limited
(CIN U72200DL2001PLC111313)
Registered office: Max House, 1, Dr. Jha. Marg,
Okhla, New Delhi – 110020, [Tel:011-41612123](tel:011-41612123), Fax No. 01141612155
Website: www.maxhealthcare.in; email id: secretarial@maxhealthcare.com

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.				

I/ We hereby record my/ our presence at the Extra-Ordinary General Meeting of the Company being held on 25th May, 2015 at 1600 hours at Max House, 1, Dr. Jha Marg, Okhla, New Delhi – 110020.

Please () in the box

Member Proxy

Member's/ Proxy Signature**

Date : _____

**Applicable for investors holding shares in physical form*

***Please strike out whichever is not applicable*