

Max Healthcare Institute Limited

[CIN U72200MH2001PLC322854]

Phone: +91- 22-6660 4447/48/49; Email id secretarial@maxhealthcare.com

Website: www.maxhealthcare.in

NOTICE

NOTICE is hereby given that an **Extra-ordinary General Meeting** of Max Healthcare Institute Limited ("**the Company**") will be held on **Monday, the 15th day of July, 2019**, at **11.00 am** at **LOCUS, Board Room, 7th Floor, Tower A, DLF Centre Court, DLF City, Phase-V, DLF Centre Court, DLF City, Phase-V, Gurgaon-122002** to transact the following business at a shorter notice:

(I) Appointment of Mr. Abhay Soi as a Non Retiring Director

To consider and if thought fit, to pass the following resolution with or without modification/s, as an **Ordinary Resolution**:

"RESOLVED THAT in terms of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Rules made thereunder and based on the recommendation by the Nomination & Remuneration Committee of the Company, Mr. Abhay Soi, nominee of Radiant Life Care Private Limited (DIN 00203597), who was appointed as director by the Board of Directors of the Company with effect from June 21, 2019 and in respect of whom the Company has received a notice in writing under Section 160 of the Act, proposing his candidature for the Office of Director, be and is hereby appointed as a Director, not liable to retire by rotation with effect from July 15, 2019."

"RESOLVED FURTHER THAT in terms of clause 3.2.1 of the Shareholders' Agreement dated December 24, 2018 executed amongst Max India Limited, Radiant Life Care Private Limited and the Company, Mr. Abhay Soi shall be a non-retiring director, with effect from July 15, 2019."

"RESOLVED FURTHER THAT the 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 papers as may be necessary, proper, desirable or expedient to give effect to this resolution."

(II) Appointment of Mr. Upendra Kumar Sinha as a Director

To consider and if thought fit, to pass the following resolution with or without modification/s, as an **Ordinary Resolution**:

"RESOLVED THAT in terms of Section 161 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Rules made thereunder and based on the recommendation by the Nomination & Remuneration Committee of the Company, Mr. Upendra Kumar Sinha (DIN-00010336), who was appointed as an

Max Healthcare Institute Limited
(CIN: U72200MH2001PLC322854)

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additional director by the Board of Directors of the Company, with effect from June 21, 2019 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company and the Company Secretary, 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."

(III) Appointment of Mr. Upendra Kumar Sinha as an Independent Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, the consent of members of the Company be and are hereby accorded for appointment of Mr. Upendra Kumar (DIN-00010336), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years w.e.f. July 15, 2019."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company and the Company Secretary, 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."

(IV) Appointment of Mr. Mahendra Gumanmalji Lodha as a Director

To consider and if thought fit, to pass the following resolution with or without modification/s, as an **Ordinary Resolution**:

"RESOLVED THAT in terms of Section 161 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Rules made thereunder and based on the recommendation by the Nomination & Remuneration Committee of the Company, Mr. Mahendra Gumanmalji Lodha (DIN 00012920), who was appointed as an additional director by the Board of Directors of the Company, with effect from June 21, 2019 and in respect of whom, the Company has received a notice in writing under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company."

"**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board of Directors of the Company and the Company Secretary, 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."

(V) Appointment of Mr. Mahendra Gumanmalji Lodha as an Independent Director

To consider and if thought fit, to pass the following resolution with or without modification/s, as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, the consent of members of the Company be and are hereby accorded for appointment of Mr. Mahendra Gumanmalji Lodha (DIN 00012920), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years w.e.f. July 15, 2019."

"**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board of Directors of the Company and the Company Secretary, 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."

(VI) Appointment of Mr. Michael Thomas Neeb as a Director

To consider and if thought fit, to pass the following resolution with or without modification/s, as an **Ordinary Resolution**:

"**RESOLVED THAT** in terms of Section 161 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Rules made thereunder and based on the recommendation by the Nomination & Remuneration Committee of the Company, Mr. Michael Thomas Neeb, who was appointed as an additional director by the Board of Directors of the Company, subject to the approval of Director Identification Number(DIN) to be allotted by Ministry of Corporate Affairs and upon completion of all formalities required under applicable laws for such appointment, with effect from June 21, 2019 and in respect of whom, the Company has received a notice in writing under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company from the date of issuance of DIN by MCA and upon completion of all formalities required under applicable laws for such appointment, whichever is later."

"**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board of Directors of the Company and the Company Secretary, 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.”

(VII) Appointment of Mr. Michael Thomas Neeb as an Independent Director

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, the consent of members of the Company be and are hereby accorded for appointment of Mr. Michael Thomas Neeb, subject to the approval of Director Identification Number(DIN) to be allotted by Ministry of Corporate Affairs and upon completion of all formalities required under applicable laws for such appointment, and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years w.e.f. July 15, 2019 or from the date of issuance of DIN by MCA and upon completion of all formalities required under applicable laws for such appointment, whichever is later.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board of Directors of the Company and the Company Secretary, 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.”

(VIII) Appointment of Mr. Mohit Talwar as a Non Retiring Director

To consider and if thought fit, to pass the following resolution with or without modification/s, as an **Ordinary Resolution**:

“**RESOLVED THAT** in terms of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Rules made thereunder and based on the recommendation by the Nomination & Remuneration Committee of the Company, Mr. Mohit Talwar, nominee of Max India Limited (DIN 02394694), Director of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act, proposing his candidature for the Office of Director, not liable to retire by rotation, be and is hereby appointed as a Director, not liable to retire by rotation with effect from July 15, 2019.”

“**RESOLVED FURTHER THAT** in terms of clause 3.2.1 of the Shareholders’ Agreement dated December 24, 2018 executed amongst Max India Limited, Radiant Life Care Private Limited and the Company, Mr. Mohit Talwar shall be a non-retiring director, with effect from July 15, 2019.”

“RESOLVED FURTHER THAT the 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 papers as may be necessary, proper, desirable or expedient to give effect to this resolution.”

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

sd/-

**Place: Gurugram
Date: 30 June, 2019**

**Ruchi Mahajan
Company Secretary**

NOTES:

- 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. 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.
- 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.
- 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.
- 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. 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. Pursuant to Section 118 (10) and other applicable provisions of the Act read with Secretarial Standards for General Meetings (SS-2), the details of directors seeking appointment / reappointment and / or fixation of remuneration of Directors (including Managing Director or Whole time Directors) are given as a separate Annexure 1 to this Notice.
8. 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. I

The members may please note that, in terms of clause 3.2.1 of the Shareholders' Agreement dated December 24, 2018 executed amongst Max India Limited, Radiant Life Care Private Limited and the Company, Radiant Life Care Private Limited had nominated Mr. Abhay Soi as a non-retiring director of the Company.

Mr. Abhay Soi was appointed as director in terms of Section 152 and other applicable provisions, of the Companies Act, 2013 ("the Act") in General Meeting held on June 21, 2019. As of now, he is appointed as a Director liable to retire by rotation. In terms of abovementioned Shareholders' Agreement and on basis of recommendation of Nomination and Remuneration Committee and the Board of the Company in their respective meetings held on June 21, 2019. Mr. Abhay Soi has been appointed as the Chairman of the Board effective from June 21, 2019, in accordance with the terms of the aforesaid Shareholders' Agreement and he does not have a casting vote and after complying with the requirement under Section 160 of the Act, he is proposed to be appointed as a Director not liable to retire by rotation at this EGM.

It is strongly believed that the Company would be benefitted by way of strategic guidance, leadership and wider perspective in Board's deliberation with the appointment Mr. Abhay Soi as a Board Member of the Company.

Currently, Mr. Abhay Soi does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

Accordingly, the Board of Directors recommends the appointment of Mr. Abhay Soi as a Director of the Company under Section 152 of the Companies Act, 2013 for approval of members of the Company as an Ordinary resolution.

The detailed profile of Mr. Abhay Soi along with other relevant details as required under Secretarial Standards for general meetings (SS-2) is provided under Annexure -1 to this Notice.

The documents referred above are available for inspection in physical form during normal business hours (9.00 AM till 6.00 PM) on any working day, excluding holidays at the registered office of the Company and copies thereof shall also be made available for inspection at the ensuing EGM.

Except Radiant Life Care Private Limited (being one of the Promoters of the Company), and Mr. Abhay Soi, being the appointee, none of the other Promoters, Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at item no. I

Item No. II, IV & VI

The members may please note that, the Board of Directors of the Company had appointed Mr. UpendraKumar Sinha, Mr. Mahendra Gumanmalji Lodha and Mr. Michael Thomas Neeb as Additional Directors on the Board with effect from June 21, 2019 pursuant to provisions of Section 161(1) of the Companies Act, 2013 ("the Act"). The Company has received notice under section 160 from shareholders proposing candidature of Mr. Upendra Kumar Sinha, Mr. Mahendra Gumanmalji Lodha and Mr. Michael Thomas Neeb for the office of Directors of the Company and the same has been recommended by the Nomination and Remuneration Committee and Board of Directors of the Company in their respective meetings held on June 21, 2019

The Company has received the requisite documents from Mr. Upendra Kumar Sinha, Mr. Mahendra Gumanmalji Lodha and Mr. Michael Thomas Neeb such as their consent in writing to act as Director in form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014 and intimation in Form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that they are not disqualified under sub-section 2 of Section 164 of the Act.

It is strongly believed that the Company would be benefitted by way of strategic guidance, leadership and independent perspective in Board's deliberation with the appointment of Mr. Upendra Kumar Sinha, Mr. Mahendra Gumanmalji Lodha and Mr. Michael Thomas Neeb as a Board Member of the Company.

Accordingly, the Board of Directors of the Company recommends the appointment of Mr. Upendra Kumar Sinha, Mr. Mahendra Gumanmalji Lodha and Mr. Michael Thomas Neeb as a Director of the Company in terms of Section 160 of the Act for approval of members of the Company as an Ordinary resolution.

The documents referred above are available for inspection in physical form during normal business hours (9.00 AM till 6.00 PM) on any working day, excluding holidays at the registered office of the Company and copies thereof shall also be made available for inspection at the ensuing EGM.

The detailed profile of Mr. Upendra Kumar Sinha, Mr. Mahendra Gumanmalji Lodha and Mr. Michael Neeb along with other relevant details as required under Secretarial Standards for general meetings (SS-2) is provided under Annexure -1 to this Notice.

Except Mr. Upendra Kumar Sinha, Mr. Mahendra Gumanmalji Lodha and Mr. Michael Neeb, being appointees none of the Promoters, Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at item nos. II, IV & VI.

Item No. III

Mr. Upendra Kumar Sinha is a Non-Executive Director of the Company. He joined the Board of Directors of the Company on June 21, 2019 as an additional director.

Mr. Sinha is the former chairman of SEBI. His term started in February 2014. He has been appointed for a period of three years. He was the Chairman and Managing Director (CMD) of the Unit Trust of India Asset Management Company (UTIAMC), commonly referred to as UTI Mutual Fund. He is a member of the Indian Administrative Services (IAS), belonging to the Bihar Cadre. He holds an M.Sc. and LLB degree.

Mr. Upendra Kumar Sinha does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

The Company has also received declaration from Mr. Upendra Kumar Sinha, that he meets the criteria of independence as prescribed under Section 149(6) of the Act.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mr. Upendra Kumar Sinha being eligible and offering himself for appointment is proposed to be appointed as an Independent Director for five consecutive years w.e.f July 15, 2019.

In the opinion of the Board, Mr. Sinha fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company. Copy of the draft letter for appointment of Mr. Sinha as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding holidays.

Accordingly, the Board recommends the resolution in relation to appointment of Mr. Sinha as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. Sinha, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. III.

Item No V

Mr. Mahendra Gumanmalji Lodha is a Non-Executive Director of the Company. He joined the Board of Directors of the Company on June 21, 2019 as additional director.

Mr Lodha is PE/VC Investment professional with 29 years full cycle experience of raising managing VC/PE Fund of Funds through different economic cycles. He joined SIDBI Venture, Mumbai-SVCL in June 2007. As Vice President & CS - KMP (Managing Partner-Fund Manager), heading team of professionals for setting up Funds, raising commitments, due diligence, Investments, documentation, nurturing, profitable exits & returns to contributors. SVCL is managing seven SEBI registered funds with corpus of INR 17 Billion. Represents SVCL on the Board of its portfolio companies, done successful Investments deals & profitable exits across multiple sectors with emphasis on early/growth stage investments in MSME.

He is Co-founder of Rajasthan Venture Capital Fund since its inception (April 2002) as Vice President & CS till June 2007, was actively involved in fund raising (I & II Fund), deal generation, investment, monitoring & nurturing and exits from Investee companies, invested across the sectors. He served as Manager (Finance) & CS-Financial Institution & Infrastructure Company–RIICO since February 1992 in different departments-project appraisal, inspection, disbursement, monitoring, rehabilitation & sale of sick units, investments, treasury, bond issue, audit etc, including taxation & other critical issues of SEZ's & Industrial Parks.

He worked as Assistant Manager (Finance)-January 1990 with an apex federation of consumer cooperatives - CONFED having more than 50 retail stores / outlets in Rajasthan, where he worked till February 1992 and successfully introduced profit centre concept & liability system on each store/salesman.

Mr. Lodha does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

The Company has also received declaration from Mr. Lodha, that he meets the criteria of independence as prescribed under Section 149(6) of the Act.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mr. Lodha being eligible and offering himself for appointment is proposed to be appointed as an Independent Director for five consecutive years w.e.f July 15, 2019.

In the opinion of the Board, Mr. Lodha fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company. Copy of the draft letter for appointment of Mr. Lodha as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding holidays.

Accordingly, the Board recommends the resolution in relation to appointment of Mr. Lodha as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. Lodha, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. V.

Item No VII

Mr. Michael Thomas Neeb is a Non-Executive Director of the Company. He was appointed on the Board of Directors of the Company on June 21, 2019 as an additional director, subject to the approval of Director Identification Number (DIN) to be allotted by Ministry of Corporate Affairs and upon completion of all formalities required under applicable laws for such appointment, with effect from June 21, 2019.

He did bachelor's degree in accounting from Baylor University in 1984 and a master's degree in business administration from the University of Dallas in 1998.

Mr. Neeb joined HCA in 1991, moved to the UK in 2000 as CFO for its international division, and became president and CEO in 2007.

Mr. Michael Thomas Neeb serves as the Chief Executive Officer of St. Martins Healthcare Limited. He served as the President of HCA International Limited until April 1, 2019, a subsidiary of HCA, Inc. since December 31, 2006. Mr. Neeb served as Chief Financial Officer of International Division of HCA Inc. since 2000. He was also responsible for HCA's international operations, which includes six hospitals in London and two in Geneva, Switzerland. Mr. Neeb joined HCA in 1991. He served as Chief Financial Officer of Fawcett Memorial Hospital in Port Charlotte, Fla. He also served as Chief Financial Officer of HCA's Southwest Florida Division in 1995 and North Florida Division in 1996. He began his healthcare career as Director of Finance and Project for Harris Methodist Affiliated Hospitals in Fort Worth, Texas. He worked for accounting firms Ernst & Young and Arthur Anderson. He serves as a Director of St. Martins Healthcare Limited. He earned a Bachelor's degree in Accounting from Baylor University in 1984 and a Master's degree in Business Administration from the University of Dallas in 1998.

Mr. Neeb does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

The Company has also received declaration from Mr. Neeb, that he meets the criteria of independence as prescribed under Section 149(6) of the Act.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mr. Neeb being eligible and offering himself for appointment is proposed to be appointed as an Independent Director for five consecutive years w.e.f July 15, 2019 or from the date of issuance of DIN by MCA and upon completion of all formalities required under applicable laws for such appointment, whichever is later.

In the opinion of the Board, Mr. Neeb fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company. Copy of the draft letter for appointment of Mr. Neeb as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding holidays.

Accordingly, the Board recommends the resolution in relation to appointment of Mr. Neeb as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. Neeb, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. VII.

Item No VIII

The members may please note that, in terms of clause 3.2.1 of the Shareholders' Agreement dated December 24, 2018 executed amongst Max India Limited, Radiant Life Care Private Limited and the Company, Radiant Life Care Private Limited had nominated Mr. Mohit Talwar as a non-retiring director of the Company.

Mr. Mohit Talwar was appointed as director in terms of Section 152 and other applicable provisions, of the Companies Act, 2013 ("the Act") in General Meeting held on September 26, 2014. As of now, he is a Director liable to retire by rotation. In terms of abovementioned Shareholders' Agreement and on basis of recommendation of Nomination and Remuneration Committee and the Board of the Company in their respective meetings held on June 21, 2019 and after complying with the requirement under Section 160 of the Act, he is proposed to be appointed as a Director not liable to retire by rotation at this EGM.

It is strongly believed that the Company would be benefitted by way of strategic guidance, leadership, continued association and wider perspective in Board's deliberation with the appointment Mr. Mohit Talwar as a non retiring Director of the Board of the Company.

He holds one share in the Company as a nominee on behalf of Max India Limited.

The detailed profile of Mr. Mohit Talwar along with other relevant details as required under Secretarial Standards for general meetings (SS-2) is provided under Annexure -1 to this Notice.

The documents referred above are available for inspection in physical form during normal business hours (9.00 AM till 6.00 PM) on any working day, excluding holidays at the registered office of the Company and copies thereof shall also be made available for inspection at the ensuing EGM.

Except Max India Limited (being one of the Promoters of the Company), none of the other Promoters, Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at item no. VIII.

Annexure -1

Details of directors seeking appointment / reappointment and / or fixation of remuneration of Directors (including Managing Director or Whole time Directors as required in terms of Section 118 (10) of the Companies Act, 2013 read with the Secretarial Standards for General Meetings (SS-2)

I. Name of the Director : Mr. Abhay Soi

- **Age:** 46 years
- **Qualification:** Abhay holds a bachelor's degree in Arts from the University of Delhi and has been conferred a master's degree in business administration by the European University.
- **Experience:** Abhay has worked with KPMG's restructuring practice in Mumbai and in 2004, he moved to co-promote Halcyon Finance & Capital Advisors Private Limited. Abhay is the co-founder and director of all the companies under the Halcyon group, an investment advisory and management services organization which was started in November, 2004. He has extensive experience in advising financial institutions and banks on Investments.

Abhay has successfully led multiple investment transactions and has rendered advice on several mergers, acquisitions and fund raising activities for companies across sectors. Abhay is a Board member and audit committee member on 2 of Halcyon's investee companies and is also a member of INSOL.

➤ **Date of appointment & terms & conditions of appointment along with the remuneration details:**

The Company had, in its Extra Ordinary General meeting held on June 21, 2019, appointed Mr. Abhay Soi Director of the Company in terms of Section 152 of the Act. Also, Mr. Abhay Soi has been appointed as the Chairman of the Board effective from June 21, 2019, in accordance with the terms of the Shareholders' Agreement dated December 24, 2018 executed amongst Max India Limited, Radiant Life Care Private Limited and the Company and he does not have a casting vote. The other details relating to his appointment at the ensuing EGM have been provided under explanatory statement to resolution set out at Item no. I

Further in terms of the Shareholders' Agreement dated December 24, 2018 executed amongst Max India Limited, Radiant Life Care Private Limited and the Company, Radiant Life Care Private Limited had nominated Mr. Abhay Soi as a non-retiring director of the Company. He is also acting as a representative of Radiant Life Care Private Limited on the Board of the Company.

- He is not drawing sitting fees / remuneration from the Company.

- **Shareholding in the Company:** He does not hold by herself or for any other person on a beneficial basis, any shares in the Company.
- **Relationship with other Directors, Manager & KMP:** None
- **Number of board meetings attended in FY 18-19:** Not Applicable (appointment effective from) June 21, 2019
- **Directorship & Committee position as on June 21, 2019**

Directorship in other Companies	Committee Membership in other Companies
1. Neo Legno Products Private Limited 2. Halcyon Resources & Management Private Limited	1. Chairman of Corporate Social Responsibility of Radiant Life Care Private Limited
3. Radiant Life Care Private Limited 4. Radiant Life Care Private Limited	2. Member of Nomination & Remuneration Committee of Radiant Life Care Private Limited
5. Radiant Life Care Mumbai Private Limited	3. Member of Audit Committee of Radiant Life Care Private Limited
6. Radiant Life Care Foundation	
7. Radiant Life Care Lucknow Private Limited	
8. Neo Legno Consultants Private Limited	
9. Infrahealth Pte. Ltd	

II. Name of the Director : Mr. Upendra Kumar Sinha

- **Age:** 67 years
- **Qualification:** He holds degree of M.Sc. and LLB.
- **Experience:** Mr. Upendra Kumar Sinha is the former chairman of SEBI. His term started in February 2014. He has been appointed for a period of three years. He was the Chairman and Managing Director (CMD) of the Unit Trust of India Asset Management Company (UTIAMC), commonly referred to as UTI Mutual Fund. He is a member of the Indian Administrative Services (IAS), belonging to the Bihar Cadre.
- **Date of appointment & terms & conditions of appointment along with the remuneration details:**

Date of first appointment on the Board: June 21, 2019.

The other details relating to his appointment at the ensuing EGM have been provided under explanatory statement to resolution set out at Item no III.

- He is not drawing sitting fees / remuneration from the Company.

- **Shareholding in the Company:** He does not hold by himself or for any other person on a beneficial basis, any shares in the Company.
- **Relationship with other Directors, Manager & KMP:** None
- **Number of board meetings attended in FY 18-19:** No
- **Directorship & Committee position as on June 21, 2019**

Directorship in other Companies	Committee Membership in other Companies
1. Saumitra Research & Consulting Private Limited	1. Member of Audit Committee , Stakeholder Relationship Committee and Corporate Social Responsibility Committee of Vedanta Limited
2. Havells India Ltd	2. Member of Nomination and Remuneration Committee of HDFC Ltd
3. Housing Development Finance Corporation Ltd (HDFC Ltd.)	3. Chairman of Human Resource & Compensation Committee.
4. Vedanta Ltd	
5. Aavishkar Venture Management Services Pvt. Ltd	

III. **Name of the Director : Mr. Mahendra Thomas Lodha**

Age: 63 years

Qualification: He holds degree of M.Sc. and LLB.

Experience:

Mr Lodha is PE/VC Investment professional with 29 years full cycle experience of raising managing VC/PE Fund of Funds through different economic cycles. He joined SIDBI Venture, Mumbai-SVCL in June 2007. As Vice President & CS - KMP (Managing Partner-Fund Manager), heading team of professionals for setting up Funds, raising commitments, due diligence, Investments, documentation, nurturing, profitable exits & returns to contributors. SVCL is managing seven SEBI registered funds with corpus of INR 17 Billion.

Represents SVCL on the Board of its portfolio companies, done successful Investments deals & profitable exits across multiple sectors with emphasis on early/growth stage investments in MSME. He is Co-founder of Rajasthan Venture Capital Fund since its inception (April 2002) as Vice President & CS till June 2007, was actively involved in fund raising (I & II Fund), deal generation, investment, monitoring & nurturing and exits from Investee companies, invested across the sectors. He served as Manager (Finance) & CS-Financial Institution & Infrastructure Company–RIICO since February 1992 in different departments-project appraisal, inspection, disbursement, monitoring, rehabilitation & sale of sick units, investments, treasury, bond issue, audit etc, including taxation & other critical issues of SEZ's & Industrial parks.He worked as Assistant Manager (Finance)-January 1990 with an

**Max Healthcare Institute Limited
(CIN: U72200MH2001PLC322854)**

Regd. Office: 167, Floor 1, Plot-167A, Ready Money Mansion, Dr. Annie Besant Road, Worli, Mumbai-400018
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apex federation of consumer cooperatives - CONFED having more than 50 retail stores / outlets in Rajasthan, where he worked till February 1992 and successfully introduced profit centre concept & liability system on each store/salesman.

➤ **Date of appointment & terms & conditions of appointment along with the remuneration details:**

Date of first appointment on the Board: June 21, 2019.

The other details relating to his appointment at the ensuing EGM have been provided under explanatory statement to resolution set out at Item no V.

He is not drawing sitting fees / remuneration from the Company.

➤ **Shareholding in the Company:** He does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

➤ **Relationship with other Directors, Manager & KMP:** None

➤ **Number of board meetings attended in FY 18-19:** No

➤ **Directorship & Committee position as on June 21, 2019**

Directorship in other Companies	Committee Membership in other Companies
1. Disha Infin Consultants Pvt Ltd.	1. Member of Nomination and Remuneration Committee and Audit Committee of Radiant Life Care Private Limited
2. Nitrex Logistics Private Limited	2. Member of Nomination and Remuneration Committee and Audit Committee of Emtelle India Limited
3. Rajdhani Textiles Private Limited	3. Chairman of Nomination and Remuneration Committee, Audit Committee and Corporate Social Responsibility Committee of Nitrex Chemicals India Limited
4. Rasna Processors Private Limited	4. Member of Nomination and Remuneration Committee and Audit Committee of LA Gajjar Machineris Private Limited
5. Sirius Financial Services Private Limited.	
6. Nitrex Chemical India Limited	
7. Elate Investment and Holdings Private Limited	
8. Amul Exim Limited	
9. Parixit Irrigation Limited	
10. Radiant Life Care Private Limited	
11. La-Gajjar Machineris Private Limited	

IV. Name of the Director : Mr. Michael Thomas Neeb

➤ **Age:** 57 years

➤ **Qualification:** He holds bachelor's degree in accounting from Baylor University in 1984 and a master's degree in business administration from the University of Dallas in 1998.

➤ **Experience:** Mr. Michael Thomas Neeb joined HCA in 1991, moved to the UK in 2000 as CFO for its international division, and became president and CEO in 2007.

He serves as the Chief Executive Officer of St. Martins Healthcare Limited. Mr. Neeb serves as its Chief Executive Officer and served as the President of HCA International Limited until April 1, 2019, a subsidiary of HCA, Inc. since December 31, 2006. Mr. Neeb served as Chief Financial Officer of International Division of HCA Inc. since 2000. He was responsible for HCA's international operations, which includes six hospitals in London and two in Geneva, Switzerland. Mr. Neeb joined HCA in 1991. He served as Chief Financial Officer of Fawcett Memorial Hospital in Port Charlotte, Fla. He served as Chief Financial Officer of HCA's Southwest Florida Division in 1995 and North Florida Division in 1996. He began his healthcare career as Director of Finance and Project for Harris Methodist Affiliated Hospitals in Fort Worth, Texas. He worked for accounting firms Ernst & Young and Arthur Anderson. He serves as a Director of St. Martins Healthcare Limited.

➤ **Date of appointment & terms & conditions of appointment along with the remuneration details:**

Date of first appointment on the Board: June 21, 2019

The other details relating to his appointment at the ensuing EGM have been provided under explanatory statement to resolution set out at Item no VII.

- He is not drawing sitting fees / remuneration from the Company.
- **Shareholding in the Company:** He does not hold by himself or for any other person on a beneficial basis, any shares in the Company.
- **Relationship with other Directors, Manager & KMP:** None
- **Number of board meetings attended in FY 18-19:** No
- **Directorship & Committee position as on June 21, 2019**

Directorship in other Companies	Committee Membership in other Companies
NIL	NIL

V. Name of the Director : Mr. Mohit Talwar (DIN 02394694)

- **Age:** 60 years
- **Qualification:** Post Graduate from St. Stephen's College and completed his management studies in Hospitality from the Oberoi School.
- **Experience:** Mr. Talwar brings a wealth of experience of over 30 years in Corporate Finance and Investment Banking. He spent 24 years in Wholesale Banking in Standard Chartered, ANZ Grindlays and Bank of Nova Scotia. Prior to this, he spent almost 6 years with the Oberoi Group. Mr. Talwar is the Managing Director of Max India Limited since January 15, 2016.

- Terms & conditions of appointment / reappointment along with the remuneration details:
The Board of Directors of the Company had, in its meeting held on May 27, 2014, appointed Mr. Mohit Talwar as an additional director designated as non executive director of the Company. Further, in terms of Section 160 (1) of the Act, the members of the Company in the Annual General Meeting held on September 26, 2014, appointed him as a Director and in terms of Section 152 of the Act, he shall be liable to retire by rotation.
- Shareholding in the Company: He holds one share in the Company as a nominee on behalf of Max India Limited (as provided under first proviso to Section 187 of the Act).
- He is not drawing sitting fees / remuneration from the Company.
- Relationship with other Director & KMP: None
- Number of board meetings attended during the FY 2018-19: 4 (Four)
- Directorship & Committee position as on March 31, 2019:

Directorship in other Companies*	Committee position in other Companies
1. Max Financial Services Limited	i. Member of Audit Committee ii. Member of Stakeholders Relationship Committee iii. Member of Investment & Finance Committee
2. Max India Limited	i. Member of Audit Committee ii. Member of Stakeholders Relationship Committee iii. Member of Investment & Finance Committee
3. Max Ventures and Industries Limited	i. Member of Audit Committee ii. Chairman of Stakeholders Relationship Committee iii. Member of Investment & Finance Committee iv. Member of Nomination and Remuneration Committee
4. Antara Senior Living Limited	i. Member of Nomination and Remuneration Committee
5. Max Bupa Health Insurance Company Limited	i. Member of Risk Committee

6. Max Speciality Films Limited*	i. Member of Nomination and Remuneration Committee
7. Max Life Insurance Company Limited	i. Member of Investment Committee

* Resigned effective closure of business hours on April 1, 2019

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 the 15th day of July, 2019, at 11.00 am at LOCUS, Board Room, 7th Floor, Tower A, DLF Centre Court, DLF City, Phase-V, DLF Centre Court, DLF City, Phase-V, Gurgaon-122002 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Nos:

- I.
- II.
- III.
- IV.
- V.
- VI.
- VII.
- VIII.

Signed this ____ day of _____, 2019

Signature of Shareholder

Signature of Proxy Holder(s)

Affix Revenue Stamp

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.				
3.				

I/ We hereby record my/ our presence at the Extra-Ordinary General Meeting of the Company being held on Monday, the 15th day of July, 2019 at 11.00 am 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**

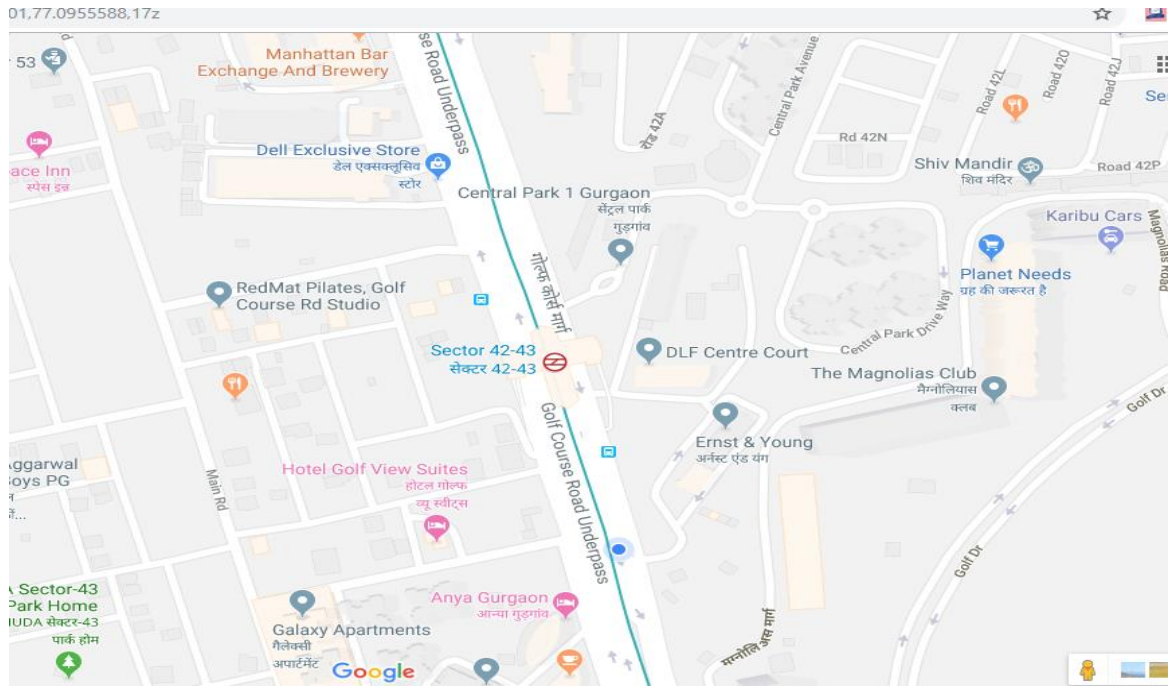
**Applicable for investors holding shares in physical form*

***Please strike out whichever is not applicable*

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Route map of the EGM Venue



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