

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 **Friday, the 21st day of June, 2019, at 6.30 P.M. 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) **Adoption of new set of Articles of Association of the Company in terms with Shareholders Agreement dated December 24, 2018**

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 14 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules and regulations made thereunder including any amendment(s), re-enactment(s) or statutory modification(s) 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), the new draft set of Articles covering the relevant clauses under the Shareholders’ Agreement dated December 24, 2018 executed amongst the Company, Max India Limited and Radiant Life Care Private Limited, submitted to this meeting as Annexure 1(duly initialled by the Company Secretary for the purpose of identification) and other related matters, be and are hereby approved and adopted in substitution for, and to the entire exclusion of the existing Articles of Association (“Articles”) of the Company.”

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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“RESOLVED FURTHER THAT any of Directors or Company Secretary, of the Company be and are hereby severally authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all acts, deeds, matters and things and execute all documents and take all steps and give such directions as may be required, necessary, expedient or desirable in connection with or incidental for giving effect to the above resolution, including updating the statutory registers of the Company and filing of the requisite forms and documents for and on behalf of the Company in connection therewith with any person, statutory and/or governmental authority including filing of requisite forms with the jurisdictional registrar of companies.”

(II) Appointment of Mr. Abhay Soi as a Director

“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 has consented to act as such, and who is eligible for appointment as a Director, be and is hereby appointed as a Director liable to retire by rotation with effect from June 21, 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 appointed as a non-retiring director upon completion of all acts and submission of documents required under applicable laws.”

“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.”

(III) Appointment of Mr. Sanjay Omprakash Nayar as a Director

“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. Sanjay Omprakash Nayar (DIN 00002615), nominee of Radiant Life Care Private Limited who has consented to act as such and who is eligible for appointment as a Director, be and is hereby appointed as a Director liable to retire by rotation, with effect from June 21, 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.”

(IV) Appointment of Mr. Prashant Kumar as a Director

“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. Prashant Kumar (DIN 08342577), nominee of Radiant Life Care Private Limited who has consented to act as such and who is eligible for appointment as a Director, be and is hereby appointed as a Director liable to retire by rotation, with effect from June 21, 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.”

(V) Appointment of Mr. Dinesh Kumar Mittal as a Director

“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. Dinesh Kumar Mittal (DIN-00040000), nominee of Max India Limited and who is eligible for appointment as a Director, be and is hereby appointed as a Director with effect from July 29, 2019, liable to retire by rotation.”

“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: 21 June, 2019**

**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 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 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.

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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 Articles of Association (“**AOA**”) of the Company as currently in force was originally adopted when the Company was incorporated on June 18, 2001 under the Companies Act, 1956 and further amendments were adopted pursuant to various amendments under the aforesaid Companies Act, 1956/2013 and also for incorporating the rights of various Investors of the Company in line with the Shareholders Agreements entered into with them for the issue of shares, from time to time, over the past several years.

In accordance with the Shareholders Agreement dated December 24, 2018 entered amongst the Company, Max India Limited (“Max India”) and Radiant Life Care Private Limited (“Radiant”) and Share Purchase Agreement dated December 24, 2018, amongst the Company, Life Healthcare Group International Proprietary Limited (“**the Seller**”) and Radiant, the Articles of Association of the Company are required to be amended to incorporate the rights and obligations conferred on Radiant, Max India and the Company by this Resolution.

Accordingly, the Board of Directors of the Company in their meeting held on June 21, 2019 recommended to adopt a new set of Articles of Association in place of and to the exclusion of existing Articles of Association of the Company.

The draft of the new set of Articles proposed for approval, is being circulated along with this Notice of the Extra-ordinary General Meeting (**Annexure-1**) and also available for inspection by the shareholders of the Company during normal business hours at the Registered office of the Company and copies thereof shall also be made available for inspection at the Corporate Office of the Company on all working days.

A copy of the AOA 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.

In terms of Section 14 of the Companies Act, 2013, the consent of the members by way of Special Resolution is required for adoption of new set of Articles of Association of the Company.

The Directors recommend the passing of the Special Resolution under item No. I of the accompanying Notice for the approval of the Members of the Company.

Except Max India Limited and Radiant Life Care Private Limited (being Promoters) and their respective nominee directors viz. Mr. Mohit Talwar, Ms. Tara Singh Vachani, Mr. Rajit Mehta (Max India nominees) and; Mr. Abhay Soi, Mr. Sanjay Omprakash Nair and Mr. Prashant Kumar (Radiant nominees), none of the Promoters, Directors, Key Managerial Personnel and their relatives are concerned or interested, financial or otherwise, in the Resolution at item no. I of the Notice.

Item No. II

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, upon completion of all acts and submission of documents required under applicable laws.

The Company has received notice in writing from Mr. Abhay Soi in terms of Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director of the Company and the same has been recommended by the Nomination & Remuneration Committee of the Company in its meetings held on June 21, 2019. As of now, he shall be appointed as a Director liable to retire by rotation and after complying with the requirement under Section 160 of the Act, he will be appointed as non-retiring director at a subsequent EGM scheduled to be held on July 15, 2019.

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.

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 as a Director liable to retire by rotation 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 -2 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. II.

Item No. III

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. Sanjay Omprakash Nayar as a retiring director of the Company. In terms of the covenants entered into between the Company, Radiant Life Care Private Limited and Max India Ltd., Mr. Sanjay Omprakash Nayar shall be a retiring director.

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. Sanjay Omprakash Nayar as a Board Member of the Company.

Accordingly, based on the recommendation by the Nomination & Remuneration Committee of the Company in its meeting held on June 21, 2019, the Board of Directors recommends the appointment of Mr. Sanjay Omprakash Nayar as a Director of the Company under Section 152 of the Act as an Ordinary resolution.

The detailed profile of Mr. Sanjay Omprakash Nayar along with other relevant details as required under Secretarial Standards for general meetings (SS-2) is provided under Annexure -2 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. Sanjay Omprakash Nair, being the proposed 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. III.

Item No. IV

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. Prashant Kumar as a retiring director of the Company. In terms of the covenants entered into between the Company, Radiant Life Care Private Limited and Max India Ltd., Mr. Prashant Kumar shall be a retiring director.

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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. Prashant Kumar as a Board Member of the Company.

Accordingly, based on the recommendation by the Nomination & Remuneration Committee of the Company in its meeting held on June 21, 2019, the Board of Directors recommends the appointment of Mr. Prashant Kumar as a Director of the Company under Section 152 of the Act for approval of members of the Company as an Ordinary resolution.

The detailed profile of Mr. Prashant Kumar along with other relevant details as required under Secretarial Standards for general meetings (SS-2) is provided under Annexure -2 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. Prashant Kumar, being the proposed 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. IV.

Item No. V

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, Max India Limited had nominated Mr. Dinesh Kumar Mittal as a non-executive director of the Company. In terms of the covenants entered into between the Company, Radiant Life Care Private Limited and Max India Ltd., Mr. Dinesh Kumar Mittal shall be a retiring director.

In terms of the covenants entered into between the Company, Radiant Life Care Private Limited and Max India Ltd., Mr. Dinesh Kumar Mittal shall be a retiring director.

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. Dinesh Kumar Mittal as a Board Member of the Company.

Accordingly, the Board of Directors recommends the appointment of Mr. Dinesh Kumar Mittal 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. Dinesh Kumar Mittal along with other relevant details as required under Secretarial Standards for general meetings (SS-2) is provided under Annexure -2 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. V.

Annexure -II

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 Board of Directors of the Company had, in its meeting held on June 21, 2019, has recommended appointment of Mr. Abhay Soi Director of the Company in terms of Section 152 of the Act. The other details relating to his appointment at the ensuing EGM have been provided under explanatory statement to resolution set out at Item no.II.

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 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:** Not Applicable (appointment effective from) June 21, 2019
- **Directorship & Committee position as on date:**

Directorship in other Companies	Committee Membership in other Companies
1. Neo Legno Products Private Limited	1. Chairman of Corporate Social Responsibility of Radiant Life Care Private Limited
2. Halcyon Resources & Management Private Limited	
3. Radiant Life Care Private Limited	2. Member of Nomination & Remuneration Committee of Radiant Life Care Private Limited
4. Radiant Life Care Private Limited	3. Member of Audit Committee of Radiant Life Care Private Limited
5. Radiant Life Care Mumbai 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. Sanjay Omprakash Nayar

- **Age:** 59 years
- **Qualification:** Mr. Nayar is an MBA in Finance from the Indian Institute of Management, Ahmedabad and a bachelor in Mechanical Engineering from Delhi University, having previously worked in the UK as a design engineer.
- **Experience:** Mr. Sanjay is the CEO of KKR India. He is also a member of the Asia Portfolio Management Committee and Asian Investment Committee. He is on the board of KKR's portfolio companies Radiant Life Care Private Limited, Magma Financial Services Limited, Coffee Day Enterprises Limited and Coffee Day Global Limited and had significant involvement with KKR's investment in Apollo Hospitals. He is also on the board of Max Financial Services Limited, Valleyview Probuild Private Limited, Heritage View Developers Private Limited, Sealink View Probuild Private Limited, Sea View Probuild Private Limited, Epimoney Private Limited,

Ramky Enviro Engineers Limited, Grameen Impact Investments India Private Limited, Seynse Technologies Private Limited and Aventus Capital Private Limited. He is also the director in the non-profit entity, Pratham Education Foundation and Pratham Institute for Literacy Education and Vocational Training.

He also supports expanding the range of KKR's credit and capital markets offerings across the region. Prior to joining KKR, he served as CEO of Citigroup's Indian and South Asian operations and as a member of Citigroup's Management Committee and Asia Executive Operating Committee. Currently, he is a member of the board of USISPF, and SEBI's NISM Board of Governors. He serves on the boards of Washington D.C.-based EMPEA and the Indian School of Business (ISB), and is a founding member of the Brookings Foundation, India. Mr. Nayar was additionally the deputy chairman of the Indian Banks Association (IBA) and served on the Committee of the Reserve Bank of India tasked with building the bank's Centre for Advanced Financial Learning (CAFRAL). He was the Co-Chairman of the Banking Committee for the Federation of Indian Chambers of Commerce and Industry (FICCI) and served as the chairman of the Indian Private Venture Capital Association.

Date of appointment & terms & conditions of appointment along with the remuneration details: The Board of Directors of the Company had, in its meeting held on June 21, 2019, has recommended appointment of Mr. Sanjay Nayar Director of the Company in terms of Section 152 of the Act. 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.

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. Nayar as a retiring director of the Company. He is also acting as a representative of Radiant Life Care Private Limited on the Board of 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:** Not Applicable (appointment effective from June 21, 2019):

➤ **Directorship & Committee position as on date:**

Directorship in other Companies	Committee Membership in other Companies
<ol style="list-style-type: none"> 1. Pratham Education Foundation Halcyon Resources & Management Private Limited 2. Valleyview Probuild Private Limited 3. Ramky Enviro Engineers Limited 4. Indian School of Business 5. KKR India Advisors Private Limited 6. KKR India Financial Services Private Limited 7. Heritage View Developers Private Limited 8. Coffee Day Enterprises Limited 9. Coffee Day Global Limited 10. Pratham Institute For Literacy Education and Vocational Training 11. Sea View Probuild Private Limited 12. Sealink View Probuild Private Limited 13. Seynse Technologies Private Limited 14. Avendus Capital Private Limited 15. Max Financial Services Limited 16. Epimoney Private Limited 17. KKR Capital Markets India Private Limited 18. Radiant Life Care Private Limited 19. Grameen Impact Investments India Private Limited 20. Sterlite Investments Managers Limited 	<ol style="list-style-type: none"> 1. Member of Audit Committee of Ramky Enviro Engineers Limited 2. Member of Audit Committee of Indian School of Business 3. Member of Audit Committee of Pratham Education Foundation 4. Member of Audit and Risk Committee; and & Remuneration and Nomination Committee of Avendus Capital Private Limited 5. Member of Nomination and Remuneration Committee of Radiant Life Care Private Limited 6. Member of Audit Committee; and Corporate Social Responsibility Committee of Radiant Life Care Private Limited 7. Member of Audit Committee; Corporate Social Responsibility Committee, Investment and Credit Committee, Nomination Committee, Risk Management Committee of KKR India Financial Services Private Limited 8. Member of Investment and Credit Committee of KKR India Asset Finance Limited 9. Member of Corporate Social Responsibility Committee, Investment and Credit Committee, Nomination and Remuneration Committee of KKR Capital Markets India Private Limited. 10. Member of Corporate Social Responsibility Committee of KKR India Advisors Private Limited

III. Name of the Director: Mr. Prashant Kumar

- **Age:** 42 years
- **Qualification:** Mr. Kumar holds a B.Tech. from the Indian Institute of Technology Delhi, a post-graduate diploma in management from the Indian Institute of Management Kolkata, and an M.B.A. from the Wharton School at the University of Pennsylvania.
- **Experience:** Mr. Prashant Kumar is a Director on KKR's private equity team. Prior to joining KKR, he was director and member of the investment committee at ChrysCapital, a leading India focused private equity fund with over US\$3 billion under management. Previously, he was with Warburg Pincus LLC where he was involved with investments in Havells India, Gangavaram Port, IMC Limited, and Punj Lloyd. Prior to that, Mr. Kumar worked at Karsch Capital Management, a New York based hedge fund, and SUN Capital, an emerging markets focused private equity firm. He began his career as a consultant with McKinsey & Company.
- **Date of appointment & terms & conditions of appointment along with the remuneration details:** The Board of Directors of the Company had, in its meeting held on June 21, 2019, has recommended appointment of Mr. Prashant Kumar, Director of the Company in terms of Section 152 of the Act. The other details relating to his appointment at the ensuing EGM have been provided under explanatory statement to resolution set out at Item no. IV.

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. Prashant as a retiring director of the Company. He is also acting as a representative of Radiant Life Care Private Limited on the Board of 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:** Not Applicable (appointment effective from June 21, 2019).

➤ **Directorship & Committee position as on date**

Directorship in other Companies	Committee Membership in other Companies
1. Radiant Life Care Private Limited	Member of Nomination & Remuneration Committee of Radiant Life Care Private Limited

IV. Name of the Director: Mr. D.K Mittal

- **Age:** 66 Years
- **Qualification:** He holds a Master's degree in physics with specialisation in Electronics from the University of Allahabad.
- **Experience:** Mr. D. K. Mittal is a former Indian Administrative Service (IAS) officer from the batch of 1977 and has served the Government of India in various capacities, including Secretary, Department of Financial Services, Secretary, Ministry of Corporate Affairs and Additional Secretary, Department of Commerce.

Mr. Mittal has hands on experience in Infrastructure, International Trade, Urban Development, Renewable Energy, Agriculture Development and Micro-Credit, Corporate Governance, Banking, Insurance, Pension and Finance.

- **Date of appointment & terms & conditions of appointment along with the remuneration details:** The Board of Directors of the Company had, in its meeting held on June 21, 2019, has recommended appointment of Mr. D K Mittal as a Director liable to retire to retire by rotation.

Further, in terms of the Shareholders' Agreement executed amongst Max India Ltd, Radiant Life Care Private Limited and the Company dated December 24, 2018, he is acting as a representative of Max India Ltd on the Board of the Company.

He is drawing no 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:** NIL
- **Number of board meetings attended in FY 18-19:** NOT APPLICABLE (appointment effective from July 29, 2019).

➤ **Directorship & Committee position as on date**

Directorship in other Companies	Committee Membership in other Companies
<ol style="list-style-type: none"> 1. Business Strategy Advisory Services Private Ltd 2. HSBC Asset Management (India) Private Limited 3. Balrampur Chini Mills Ltd. 4. Bharti Airtel Limited 5. ONGC Tripura Power Company Limited 6. Max Life Insurance Company Limited 7. Max Financial Services Limited 8. Max Ventures and Industries Ltd 9. Max India Limited 10. Atyati Technologies Private Limited 11. Trident Limited 12. Max Bupa Health Insurance Company Limited 13. Archan Financial Services Limited 	<ol style="list-style-type: none"> 1. Member of Audit Committee of Balrampur Chini Mills Ltd 2. Member of Audit Committee of ONGC Tripura Power Company Limited 3. Member of Audit Committee & Policyholders Protection Committee of Max Life Insurance Company Limited 4. Chairman of Corporate Social Responsibility Committee of Max Life Insurance Company Limited 5. Chairman of Audit Committee of Max Financial Services Limited 6. Member of Stakeholders Relationship Committee & Investment & Finance Committee of Max Financial Services Limited 7. Member of Audit Committee, Nomination and Remuneration Committee and Investment & Finance Committee of Max Ventures and Industries Limited 8. Member of Audit Committee & CSR Committee of Max India Limited 9. Member of Audit Committee & Stakeholders Relationship Committee of Bharti Airtel Limited 10. Member of Risk Committee, Investment Committee, Asset Liability Management Committee, Corporate Social Responsibility Committee and Policyholders Protection Committee of Max Bupa Health Insurance Company Limited

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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 the **Friday**, the 21st day of **June, 2019** at 6:30 PM 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 No.:

- 1.
- 2.
- 3.
- 4.
- 5.

Max Healthcare Institute Limited
(CIN: U72200MH2001PLC322854)

Regd. Office: 167, Floor 1, Plot-167A, Ready Money Mansion, Dr. Annie Besant Road, Worli, Mumbai-400018
Phone: 91-22-6660 4447/48/49, E-mail: secretarial@maxhealthcare.com
www.maxhealthcare.in



Signed this ____ day of _____, 2019
Signature of Shareholder

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: U72200MH2001PLC322854
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.				

I/ We hereby record my/ our presence at the Extra-Ordinary General Meeting of the Company being held on Friday, the 21st day of June, 2019 at 6:30 PM 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*

Route map of the EGM Venue

