

Integrated Governance Report of Max Healthcare Institute Limited as on December 31, 2024

General information about company

Scrip code	543220	
NSE Symbol	MAXHEALTH	
MSEI Symbol	NOTLISTED	
ISIN	INE027H01010	
Date of start of financial year	01-04-2024	
Date of end of financial year	31-03-2025	
Reporting Quarter Type	Quarterly	
Date of Quarter Ending	31-12-2024	
Type of company	Equity	
Whether Annexure I (Part A) of the SEBI Circular dated December 31, 2024 related to Compliance Report on Corporate Governance is applicable to the entity?	True	
Whether Annexure I (Part B) of the SEBI Circular dated December 31, 2024 related to Investor Grievance Redressal Report is Applicable to the entity?	True	
Whether Annexure I (Part C) of the SEBI Circular dated December 31, 2024 related to Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies is Applicable to the entity?	True	
Whether Annexure I (Part D) of the SEBI Circular dated December 31, 2024 related to Disclosure of Imposition of Fine or Penalty is Applicable to the entity?	False	No case reported for the quarter ending December 31, 2024.
Whether Annexure I (Part E) of the SEBI Circular dated December 31, 2024 related to Disclosure of Updates to Ongoing Tax Litigations or Disputes is Applicable to the entity?	False	Tax litigation outcomes that may have an impact on the Company (i.e., material) and are required to be reported are NIL, as no tax disputes exceeding the material threshold limit are pending before any tax authority/ appellate authority/ court.
Risk management committee	True	
Market Capitalisation as per immediate previous Financial Year	Top 500 listed entities	
Is SCORE ID Available ?	True	
SCORE Registration ID	COMZ00780	
Reason For No SCORE ID	-	
Type of Submission	Original	
Remarks (website dissemination)	-	

Annexure I

I. Composition of Board of Directors

Whether the listed entity has a regular chairperson									True
Name of the Director	Category	Initial Date of Appointment	Date of Appointment in Current Term (Date of Re-appointment)	Date of cessation	Tenure of Director (in months)	No of Directorship in listed entities including this listed entity	No of Independent Directorship in listed entities including this listed entity	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
Mr. Abhay Soi	Executive Director, Chairperson related to Promoter, MD	21-06-2019	19-06-2023	-	-	1	0	1	0
Ms. Amrita Gangotra	Non-Executive - Independent Director	23-08-2023	23-08-2023	-	16.09	4	4	6	3
Mr. Anil Kumar Bhatnagar	Non-Executive - Non Independent Director	31-08-2022	31-08-2022	-	-	1	0	0	0
Mr. Mahendra Gumanmalji Lodha	Non-Executive - Independent Director	21-06-2019	21-06-2024	-	66.1	1	1	3	2
Mr. Michael Thomas Neeb	Non-Executive - Independent Director	21-06-2019	21-06-2024	-	66.1	1	1	1	0
Mr. Narayan Keelveedhi Seshadri	Non-Executive - Non Independent Director	16-05-2023	16-05-2023	-	-	4	2	7	4
Mr. Pranav Chirayu Amin	Non-Executive - Independent Director	10-08-2022	10-08-2022	-	28.22	3	2	2	1
Mr. Mehta Pranav Chandrakant	Non-Executive - Independent Director	26-08-2024	26-08-2024	-	4.06	1	1	1	0

II. Composition of Committees

Audit Committee			
Whether the Audit Committee has a Regular Chairperson		True	
Name of Committee members	Category	Date Of Appointment	Date of Cessation
Mahendra Gumanmalji Lodha	Non-Executive - Independent Director, Chairperson	21-06-2019	-
Amrita Gangotra	Non-Executive - Independent Director, Member	29-10-2023	-
Michael Thomas Neeb	Non-Executive - Independent Director, Member	11-02-2021	-
Mehta Pranav Chandrakant	Non-Executive - Independent Director, Member	26-09-2024	-

Nomination and Remuneration committee			
Whether the Nomination and Remuneration Committee has a Regular Chairperson		True	
Name of Committee members	Category	Date Of Appointment	Date of Cessation
Pranav Chirayu Amin ¹	Non-Executive - Independent Director, Chairperson	30-09-2022	-
Mahendra Gumanmalji Lodha	Non-Executive - Independent Director, Member	29-10-2023	-
Michael Thomas Neeb	Non-Executive - Independent Director, Member	26-09-2024	-

¹Mr. Pranav Chirayu Amin was appointed as Chairperson of Nomination and Remuneration Committee with effect from September 26, 2024 on re-constitution of committee.

Stakeholders Relationship Committee			
Whether the Stakeholders Relationship Committee has a Regular Chairperson		True	
Name of Committee members	Category	Date Of Appointment	Date of Cessation
Pranav Chirayu Amin ¹	Non-Executive - Independent Director, Chairperson	30-09-2022	-
Abhay Soi	Executive Director, Member	19-06-2020	-
Mahendra Gumanmalji Lodha	Non-Executive - Independent Director, Member	30-09-2022	-

¹Mr. Pranav Chirayu Amin was appointed as Chairperson of Stakeholders Relationship Committee with effect from May 16, 2023.

Risk Management Committee			
Whether the Risk Management Committee has a Regular Chairperson		True	
Name of Committee members	Category	Date Of Appointment	Date of Cessation
Narayan Keelveedhi Seshadri	Non-Executive - Non Independent Director, Chairperson	29-10-2023	-
Abhay Soi	Executive Director, Member	29-10-2023	-
Amrita Gangotra	Non-Executive - Independent Director, Member	29-10-2023	-
Pranav Chirayu Amin	Non-Executive - Independent Director, Member	26-09-2024	-
Mradul Kaushik ¹	Sr. Director - Operations & Planning & COO - Cluster 1, Member	29-10-2023	-
Vandana Ramesh Pakle ²	Sr. Director - Corporate Affairs, Member	29-10-2023	-
Yogesh Kumar Sareen ³	Sr. Director - Chief Financial Officer, Member	29-10-2023	-

¹Dr. Mradul Kaushik is Senior Director - Operations and Planning & Chief Operating Officer (Cluster 1) of the Company. Leveraging his expertise, he is a member of Risk Management Committee. Dr. Kaushik is not a Director of the Company and hence, a dummy DIN has been filled in his case

²Ms. Vandana Ramesh Pakle is Senior Director - Corporate Affairs of the Company. Leveraging her expertise, she is a member of Risk Management Committee. Ms. Pakle is not a Director of the Company and hence, a dummy DIN has been filled in her case.

³Mr. Yogesh Kumar Sareen is Senior Director - Chief Financial Officer of the Company. Leveraging his expertise, he is a member of Risk Management Committee. Mr. Sareen is not a Director of the Company and hence, a dummy DIN has been filled in his case.

Corporate Social Responsibility Committee			
Whether the Corporate Social Responsibility Committee has a Regular Chairperson		True	
Name of Committee members	Category	Date Of Appointment	Date of Cessation
Abhay Soi ¹	Executive Director, Chairperson	21-06-2019	-
Amrita Gangotra	Non-Executive - Independent Director, Member	29-10-2023	-
Anil Kumar Bhatnagar	Non-Executive - Non Independent Director, Member	30-09-2022	-

¹Mr. Abhay Soi was appointed as Chairperson of Corporate Social Responsibility Committee with effect from June 19, 2020

III. Meeting of Board of Directors

Date(s) of meeting in the previous quarter	Date(s) of meeting in the relevant quarter	Maximum gap between any two consecutive meeting (in number of days)	Whether requirement of Quorum met	Total Number of Directors as on date of the meeting	Number of Directors present	No. of Independent Directors attending the meeting
01-08-2024	-	-	Yes	8	8	5
13-09-2024	-	42	Yes	9	8	5
-	05-11-2024	52	Yes	8	8	5

IV. Meeting of Committees

Name of Committee	Date(s) of meeting in the Previous quarter	Date(s) of meeting in the Current quarter	Maximum gap between any two consecutive meetings (in number of days)	Whether requirement of Quorum met (details)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All directors including Independent director)	No. of Independent Directors attending the meeting	No. of members attending the meeting (other than Board of Directors)
Audit Committee	01-08-2024	-	-	True	4	4	4	0
Audit Committee	-	15-10-2024	74	True	4	4	4	0
Audit Committee	-	05-11-2024	20	True	4	4	4	0
Nomination and remuneration committee	31-07-2024	-	-	True	3	3	3	0
Nomination and remuneration committee	13-09-2024	-	43	True	3	2	2	0
Nomination and remuneration committee	-	05-11-2024	52	True	3	3	3	0
Stakeholders Relationship Committee	31-07-2024	-	-	True	3	3	2	0
Risk Management Committee	-	15-10-2024	-	True	4	4	2	3
Corporate Social Responsibility Committee	31-07-2024	-	-	True	3	3	1	0

V. Affirmations

Subject	Compliance status (Yes/No)
The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	True
The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 a. Audit committee	True
The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination and remuneration committee	True
The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	True
The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	True
The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	True
The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	True
This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	True
Any comments/observations/advice of Board of Directors may be mentioned here:	Integrated Filing - Governance Report of this quarter will be placed at the upcoming meeting of the Board of Directors in terms of applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Subject	Compliance status
Name of signatory	Dhiraj Aroraa
Designation	Company Secretary and Compliance Officer

Details of Cyber security incidence

Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter	False
Other details of cyber security incidence or breaches or loss of data event	-
Number of cyber security incidence or breaches or loss of data event occurred during the quarter	-

Signatory Details

Name of signatory	Dhiraj Aroraa
Designation of person	Company Secretary and Compliance Officer
Place	Gurugram
Date	13-02-2025

Investor Grievance Details

No. of investor complaints pending at the beginning of Quarter	0
No. of investor complaints received during the Quarter	0
No. of investor complaints disposed off during the Quarter	0
No. of investor complaints those remaining unresolved at the end of the Quarter	0

Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies - The details of acquisition of shares or voting rights in unlisted companies during the quarter in terms of sub-para 1 of para A of Part A of Schedule III are given below:

S. No.	Name of the unlisted company in which shares or voting rights have been acquired	Date of acquisition	Aggregate holding (% shares or voting rights) as at the end of the previous quarter	% shares or voting rights acquired during the quarter	Aggregate holding (% shares or voting rights) as at the end of the quarter
1	Jaypee Healthcare Limited	11-11-2024	0.00	100.00	100.00

The Company on October 4, 2024, acquired 63.65% equity stake in Jaypee Healthcare Limited. Further, on November 11, 2024, completed the acquisition of the remaining 36.35% equity stake. The aforesaid transaction was disclosed to the Stock Exchanges as per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015