

MAX HEALTHCARE INSTITUTE LIMITED
[CIN U72200DL2001PLC111313]

NOTICE

NOTICE is hereby given that an **Extra-ordinary General Meeting** of Max Healthcare Institute Limited (“**the Company**”) will be held on **Monday, the 17th day of November, 2014, at 12.00 Noon** at the **Registered Office** of the **Company** at: Max House, 1, Dr. Jha Marg, Okhla, New Delhi-110020 to transact the following business:

- I. **Adoption of new sets of Articles of Association of the Company covering the clauses in line with the Companies Act, 2013, the Amended and Restated Shareholders’ Agreement dated August 31, 2014 and the Amendment Agreement dated September 30, 2013**

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

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 (statutory modification (s) or re-enactment thereof, for the time being in force) (“**the Act**”), the new draft Articles covering the clauses in line with the Act, and the relevant clauses under the Amendment Agreement dated September 30, 2013 executed amongst the Company, Max India Limited (“Max India”), International Finance Corporation and Life Healthcare International (Proprietary) Limited [“LHC”] (*formerly* Tedo Beleggings 163 (PTY) LTD), and relevant clauses under the Amended and Restated Shareholders’ Agreement dated August 31, 2014, executed amongst Max India, Life Healthcare Group (Proprietary) Limited, LHC and the Company, submitted to this meeting as Annexure 1, be and are hereby approved and adopted in substitution, and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company.”

“RESOLVED FURTHER THAT the board of directors of the Company (hereinafter called “**the Board**”, which term shall be deemed to include any other committee of the Board, which the Board may have constituted or hereinafter constitute for the time being, to exercise its powers including the powers conferred on the Board by this Resolution, or any person(s) authorised by the Board or its committee for such purposes) be and is hereby authorized to do all acts and take all such steps as maybe necessary, proper or expedient to give effect to this resolution.”

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

sd/-

**Place: New Delhi
Date: November 10, 2014**

**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.

2. Proxies in order to be effective must be received at the Registered Office of the Company at Max House, 1, Dr. Jha Marg, Okhla, New Delhi – 110 020 at any time but not less than 48 hours before the meeting. A format of proxy is enclosed.
3. The meeting is being convened at a shorter notice, after obtaining the consent, in writing, of more than 95% of the members of the Company, pursuant to the provisions of Section 101 of the Act.
4. The explanatory statement pursuant to Section 102 of the Act is annexed hereto and forms part of this Notice.
5. The documents referred to in the proposed resolutions and explanatory statement, are open for inspection at the Registered Office of the Company during working hours between 9.30 a.m. and 1.00 p.m., except on holidays.
6. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
7. Members may also note that the Notice of this 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(1) OF THE COMPANIES ACT, 2013

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 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. The references to specific sections of the Companies Act, 1956 in the existing AOA may no longer be in conformity with the Act. Considering that substantive sections of the Act, which deal with the general working of the companies stand notified, it is proposed to amend the existing AOA to align it with the provisions of the Act including the Rules framed thereunder.

Further, the Company has entered into an Amendment Agreement dated September 30, 2013 (“**IFC Amendment Agreement**”) with Max India Limited, International Finance Corporation, USA and Life Healthcare International Proprietary Limited (“**LHC**”), with respect to the amendment of the Investor Rights Agreement dated July 13, 2007 (“**IFC Investor Rights Agreement**”) executed amongst the Company, Max India Limited (“**Max India**”) and International Finance Corporation (“**IFC**”).

Further, for the purpose of equalization of stake between LHC and Max India, as approved by the Board of the Company in its meeting held on July 22, 2014, the Company has entered into an Amended and Restated Agreement Shareholders’ Agreement with Max India, Life Healthcare Group (Proprietary) Limited (“**the Original Investor**”) and LHC (“**Restated Shareholders Agreement**”).

In view of this, the AOA is required to be amended to incorporate the rights and obligations conferred on LHC, Original Investor, Max India and the Company by this Resolution.

It may please be noted that the existing AOA of the Company comprises of the following parts:

- (i) Part I: Incorporates the provisions relating to general management of affairs of the Company.
- (ii) Part II: Incorporates provisions relating to *inter-se* rights and obligations between Max India and LHC, as well as with the Company and the management and operations of the Company, as agreed by the Company under Shareholders Agreement dated January 15, 2012 between the Company, the Original Investor and Max India.

- (iii) Part III: Incorporates provisions arising from rights conferred to IFC as per the IFC Investor Rights Agreement

With proposed equalization of shareholding between Max India and LHC, it is proposed to replace the Articles appearing in Part I and Part II of the existing AOA with new set of Articles as Part I.

Further, it is proposed to replace Articles appearing in Part III of the existing AOA, with respect to the rights of IFC with Part II of the AOA, with appropriate changes with respect to: (i) the reference clauses in terms of the Restated Shareholders Agreement; and (ii) the IFC Amendment Agreement. Apart from that, the rights of IFC as set out under Part III of the existing AOA shall remain same and there will be no change.

The proposed new draft Articles of Association is enclosed herewith as Annexure -1 and is also being uploaded shortly on the Company's website at www.maxhealthcare.in for perusal by the members.

Mr. Jonathan Richard Lowick and Mr. Andre Meyer, in view of their Directorship in Life Healthcare International (Proprietary) Limited, may deemed to be concerned or interested in the Resolution set out at Item No.I. Except them, none of the Directors or Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in passing of the Resolution at Item No. I of the accompanying notice.

The Board recommends the Special Resolution set out at Item No.I of the Notice for approval by the members.

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: U72200DL2001PLC111313

Name of the Company: Max Healthcare Institute Limited

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

Name of the Member(s)	
Registered Address	
Email Id	
Folio No./ Client Id	
DP ID	

I/We, being the member(s) of _____ shares of the above named company, hereby appoint:

1. Name: _____

Address: _____

Email Id: _____

Signature: _____; or failing him

2. Name: _____

Address: _____

Email Id: _____

Signature: _____

as my/ our proxy to attend and vote (on a poll) for me/us any on my/our behalf at the Extra Ordinary General Meeting of the Company, to be held on the **Monday**, the **17th** day of **November, 2014** at **12:00 Noon** at its registered office and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Description	Optional	
		For	Against
Special Business			
I.	Adoption of new sets of Articles of Association of the Company covering the clauses in line with the Companies Act, 2013, the Amended and Restated Shareholders' Agreement dated August 31, 2014 and the Amendment Agreement dated September 30, 2013		

Signed this ____ day of _____, 2014
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 U72200DL2001PLC111313)

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

Attendance Slip
Extra Ordinary General Meeting of Max Healthcare Institute Limited

DP Id	Client Id
Regd. Folio No.*	No. of Shares

S. No.	Name in Full	Father's/ Name	Husband	Address as Regd. With the Company
1.				
2.				
3.				

I/ We hereby record my/ our presence at the Extra-Ordinary General Meeting of the Company being held on **Monday**, the **17th** day of **November, 2014** at **12:00 Noon** at Max House, 1, Dr. Jha Marg, Okhla, New Delhi – 110020.

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*