

July 15, 2023

Listing Department,
National Stock Exchange of India Limited
Exchange Plaza, Plot C-1, Block G,
Bandra Kurla Complex, Bandra (E),
Mumbai – 400 051

Listing Department,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

Symbol: MAXHEALTH

Scrip Code: 543220

Sub.: Notice of Postal Ballot

Ref.: Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir / Madam,

Please find enclosed notice of postal ballot dated July 13, 2023 along with the explanatory statement thereto ("Notice"), being sent to members of the Company seeking their approval by way of remote voting through electronic means ("E-voting") to transact following special businesses:

S. No.	Type of Resolution	Description of Resolution
1.	Ordinary Resolution	Appointment of Mr. Narayan K. Seshadri as Non-Executive and Non-Independent Director
2.	Ordinary Resolution	Payment of remuneration to Mr. Narayan K. Seshadri as Non-Executive and Non-Independent Director

In accordance with relevant circulars of Ministry of Corporate Affairs, Notice is being sent only through e-mail to members whose names appear in the register of members of the Company and/ or in the register of beneficial owners maintained by the depositories as on **Friday, July 7, 2023 ("Cut-off Date")**. Members holding shares as on Cut-off Date are entitled to vote on the resolutions as mentioned in the Notice.

The Company has engaged the services of Link Intime India Private Limited for facilitating E-voting. The detailed procedure with respect to E-voting is mentioned in 'Notes' to the Notice.

Key information pertaining to postal ballot is as under:

S. No.	Particulars	Details
1.	E-voting starts at	9:00 am (IST), Sunday, July 16, 2023
2.	E-voting ends at	5:00 pm (IST), Monday, August 14, 2023
3.	Results of Postal Ballot	on or before Thursday, August 17, 2023



Members whose e-mail addresses are not registered, are requested to register the same by following the detailed process mentioned in the Notice.

This disclosure will also be hosted on Company's website viz. www.maxhealthcare.in.

Kindly take the same on record.

Thanking you

Yours truly,
For **Max Healthcare Institute Limited**

Dhiraj Aroraa
SVP - Company Secretary and Compliance Officer

Encl.: As above



Max Healthcare Institute Limited

Postal Ballot Notice



Max Healthcare Institute Limited

CIN: L72200MH2001PLC322854

Registered Office: 401, 4th Floor, Man Excellenza, S. V. Road, Vile Parle (West), Mumbai – 400 056, Maharashtra, India

Corporate Office: 2nd Floor, Capital Cyberscape, Sector-59, Gurugram – 122 011, Haryana, India

E-mail: investors@maxhealthcare.com; secretarial@maxhealthcare.com

Telephone No.: + 91-22-2610 1035; Website: www.maxhealthcare.in

Postal Ballot Notice

Dear Members,

Notice is hereby given that pursuant to the provisions of section 110 read with section 108 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India ("ICSI"), including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force and framework prescribed by the Ministry of Corporate Affairs ("MCA") vide general circular nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020 read with other relevant circulars, including general circular nos. 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022 (collectively referred to as "MCA Circulars") and any other applicable laws, rules and regulations for the time being in force, the resolutions set forth below, are proposed to be passed by the members of Max Healthcare Institute Limited ("Company") through postal ballot, **only by way of remote voting through electronic means ("E-voting")**.

In accordance with the aforesaid MCA Circulars, the postal ballot notice ("Notice") along with explanatory statement is being sent only through electronic mode to those members whose e-mail address is registered with the Company or its registrar and share transfer agent or depository(ies) and whose names appear in the register of members of the Company and/ or in the register of beneficial owners maintained by the depositories as on **Friday, July 7, 2023** ("Cut-off Date"). The communication of the assent or dissent of the members would take place through E-voting only.

In compliance with the provisions of section 108 and 110 of the Act read with rule 20 and 22 of the Rules, regulation 44 of the SEBI Listing Regulations and SS-2, the Company is pleased to provide E-voting facility to its members, to enable them to cast their vote electronically. The Company has engaged the services of Link Intime India Private Limited ("RTA") for facilitating E-voting. The detailed procedure with respect to E-voting is mentioned in 'Notes' to the Notice.

The E-voting schedule is as follows:

E-voting Starts on	E-voting Ends on
Sunday, July 16, 2023 9:00 am (IST) onwards	Monday, August 14, 2023 until 5:00 pm (IST)

Members are requested to cast their vote through the E-voting at any time before Monday, August 14, 2023, 5:00 pm (IST) (i.e. last date to cast vote electronically). E-voting module shall be disabled thereafter. Members are requested to carefully read the instructions and follow the procedure with respect to E-voting as stated in the 'Notes' forming part of the Notice.

The Notice shall also be uploaded on the website of the Company at www.maxhealthcare.in and on the website of RTA at <https://instavote.linkintime.co.in>. The Notice can also be accessed from the websites of stock exchanges i.e. National Stock Exchange of India Limited ("NSE") at www.nseindia.com and BSE Limited ("BSE") at www.bseindia.com.

The board of directors ("Board") of the Company has appointed Mr. Devesh Kumar Vasisht (ICSI Membership No. F8488) or failing him, Mr. Parveen Kumar (ICSI Membership No. F10315), Partners of DPV & Associates LLP, Practicing Company Secretaries, Delhi, as the scrutinizer for conducting the postal ballot through E-voting process in a fair and transparent manner.

The scrutinizer will submit his report, after the completion of scrutiny of the votes cast, to the Chairman and Managing Director of the Company or any person authorized by him. **The results of E-voting will be announced on or before Thursday, August 17, 2023.**

The statement pursuant to section 102 and 110 of the Act setting out the material facts relating to the resolutions is annexed to the Notice.

Special Business

1. Appointment of Mr. Narayan K. Seshadri as Non-Executive and Non-Independent Director

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

"Resolved That in accordance with section 152 and all other applicable provisions, if any, of the

Companies Act, 2013 ("Act"), read with rules made thereunder, regulation 17 and all other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") (including any statutory modification or re-enactment thereof, for the time being in force), the articles of association of the Company, nomination, remuneration and board diversity policy of the Company and pursuant to the recommendation of nomination and remuneration committee and the board of directors of the Company ("Board"), Mr. Narayan K. Seshadri (DIN: 00053563), who was appointed as an Additional Director (Non-Executive and Non-Independent) of the Company by the Board pursuant to the provisions of section 161 of the Act with effect from May 16, 2023 and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive and Non-Independent Director of the Company, liable to retire by rotation, for a period of 3 (three) years with effect from May 16, 2023 to May 15, 2026.

Resolved Further That the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things as the Board may in its absolute discretion deem necessary, desirable or expedient, including but not limited to filing forms, applications and making representations, seeking all necessary approvals from relevant authorities, including governmental authorities, if any, to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

Resolved Further That the Board be and is hereby further authorized to delegate all or any of the powers herein conferred to director(s), committee(s), executive(s), officer(s) or representative(s) of the Company or to any other person to do all such acts, deeds, matters and things as may be considered necessary or expedient and to execute such documents, writings etc. as may be necessary to give effect to this resolution."

2. Payment of remuneration to Mr. Narayan K. Seshadri as Non-Executive and Non-Independent Director

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

"Resolved That in accordance with section(s) 197, 198 and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with rules made thereunder, regulation 17 and all other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") (including any statutory modification or re-enactment thereof, for the time being in force), the articles of association of the Company, nomination, remuneration and board diversity policy of the Company and pursuant to the recommendation of nomination and remuneration committee and the board of directors of the Company ("Board"), consent of members of the Company be and is hereby accorded for payment of remuneration of upto ₹ 26,00,000/- (Indian Rupees Twenty Six Lakhs Only) per annum (payable on monthly basis) to Mr. Narayan K. Seshadri (DIN: 00053563), Non-Executive and Non-Independent Director of the Company, for a period of 3 (three) years from May 16, 2023 to May 15, 2026, subject to the limits prescribed under section 197 of the Act.

Resolved Further That in addition to aforesaid remuneration, Mr. Seshadri shall also be entitled for sitting fees, as may be decided by the Board from time to time and reimbursement of the expenses for attending meetings of the Board and its committee thereof, as permissible under the Act and/or SEBI Listing Regulations.

Resolved Further That the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things as the Board may in its absolute discretion deem necessary, desirable or expedient, including but not limited to filing forms, applications and making representations, seeking all necessary approvals from relevant authorities, including governmental authorities, if any, to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

Resolved Further That the Board be and is hereby further authorized to delegate all or any of the powers herein conferred to director(s), committee(s), executive(s), officer(s) or representative(s) of the Company or to any other person to do all such acts, deeds, matters and things as may be considered necessary or expedient and also to execute such documents, writings etc. as may be necessary to give effect to this resolution."

Registered Office

401, 4th Floor, Man Excellenza,
S. V. Road, Vile Parle (West),
Mumbai – 400 056, Maharashtra, India

By order of the Board of the Directors
For **Max Healthcare Institute Limited**

Dhiraj Arora
SVP - Company Secretary & Compliance Officer

July 13, 2023
Gurugram

Notes:

1. The explanatory statement pursuant to section 102 of the Act read with the Rules, setting out material facts concerning the business under resolution no. 1 and 2 of the accompanying Notice, is annexed hereto. Relevant details of director proposed to be appointed as required under regulation 36(3) of the SEBI Listing Regulations and SS-2 is also provided in the explanatory statement.

2. The Notice along with explanatory statement and E-voting instructions are being sent **only through electronic mode** to members whose e-mail addresses are registered with the Company or its registrar & share transfer agent or depository(ies) and whose names appear in the register of members of the Company and/ or in the register of beneficial owners maintained by the Depositories as on **Friday, July 7, 2023 ("Cut-off Date")**. A person who is not a member as on the Cut-off Date should treat the Notice for informational purposes only.

Members may note that the Notice shall also be uploaded on the website of the Company at www.maxhealthcare.in, on the website of RTA at <https://instavote.linkintime.co.in>. The Notice can also be accessed from the websites of stock exchanges i.e. NSE at www.nseindia.com and BSE at www.bseindia.com.

3. In accordance with framework provided under MCA Circulars, physical copy of the Notice along with postal ballot forms and pre-paid business envelope will not be sent to members and accordingly, members are required to communicate their assent or dissent through E-voting system only.
4. The Board of the Company has appointed Mr. Devesh Kumar Vasisht (ICSI Membership No. F8488) or failing him, Mr. Parveen Kumar (ICSI Membership No. F10315), Partners of DPV & Associates LLP, Practicing Company Secretaries, Delhi, as the scrutinizer ("Scrutinizer") for conducting the postal ballot only through E-voting process in a fair and transparent manner, who has communicated willingness to be appointed for the said purpose.
5. The Scrutinizer's decision on the validity of the postal ballot through E-voting shall be final. Upon completion of scrutiny of the votes, the Scrutinizer shall submit his report to the Chairman and Managing Director or any person authorized by him. The results of the postal ballot will be announced by the Chairman and Managing Director or any person authorized by him in writing for this purpose on or before **Thursday, August 17, 2023** at the registered office of the Company. The said results along with Scrutinizer's report would be communicated to the stock exchanges and also be displayed at the registered and corporate office of the Company. Additionally, the said results will also be uploaded on the website of the Company viz. www.maxhealthcare.in as well as on the website of the RTA viz. <https://instavote.linkintime.co.in>.

6. The resolution(s), if passed by requisite majority, shall be deemed to have been passed on the last date specified by the Company for E-voting i.e. **Monday, August 14, 2023**. Further, resolutions passed by members through postal ballot are deemed to have been passed as if they are passed at a general meeting of members.
7. All material documents referred in the Notice and explanatory statement will be available for inspection without any fee by members of the Company at the registered office of the Company during office hours on working days from the date of dispatch of the Notice until the last date for receipt of votes by E-voting. Alternatively, members may inspect documents electronically, without any fee, by sending e-mail at investors@maxhealthcare.com from their registered e-mail address mentioning their name, folio number/DP ID and Client ID.
8. SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities by October 31, 2023 vide its circular dated March 16, 2023. Members holding securities in physical mode, if any, are requested to submit their PAN, KYC and nomination details to the Company's RTA at rnt.helpdesk@linkintime.co.in. The forms for updating the same are available at <https://web.linkintime.co.in/client-downloads.html>.
9. Members holding shares in electronic form are therefore, requested to submit their PAN to their depository participant(s). In case a holder of physical securities fails to furnish these details or link their PAN with Aadhaar before the due date, RTA is obligated to freeze such folios. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. If the securities continue to remain frozen as on December 31, 2025, the RTA/ the Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and / or the Prevention of Money Laundering Act, 2002.
10. In accordance with the MCA Circulars, the members are requested to take note of the following:

Members holding shares of the Company in electronic form can verify/update their e-mail address and mobile number with their respective depository participants. Members can also temporarily update their e-mail address and mobile number with RTA, by following the procedure given below:

- a. Visit the link: https://linkintime.co.in/emailreg/email_register.html and follow the registration process as guided thereafter. Post successful registration of the email address, the members would get soft copy of the Notice along with the User-ID and the password to cast vote. In case of any queries, members may write to the Company at investors@maxhealthcare.com or to RTA at rnt.helpdesk@linkintime.co.in;
- b. It is clarified that for permanent registration of email address, the members are however requested to

register their e-mail address, in respect of electronic holdings with the depository through the concerned depository participants, by following the due procedure; and

- c. Those members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated with their depository participants / the Company's RTA, to enable servicing of notices / documents / Annual Reports electronically to their e-mail address.

11. We urge members to support our commitment to environmental protection by choosing to receive the Company's communication through email. Members holding shares in Demat mode, and who have not registered their email addresses are requested to register their email addresses and bank account details in demat account, as per the process advised by their respective depository participants.
12. In case members have any queries or issues regarding remote E-voting, they may refer the (i) Frequently Asked Questions ("FAQs"); or (ii) Instavote E-voting manual, available under Help section at <https://instavote.linkintime.co.in>, or contact Mr. Swapan Naskar, Associate Vice President & Head (North India), Link Intime India Private Limited, Noble Heights, 1st Floor, C-1 Block, Near Savitri Market, Janak Puri, New Delhi -110058 or Call at 011- 49411000 or write an e-mail to enotices@linkintime.co.in.

E-VOTING:

1. In compliance with regulation 44 of the SEBI Listing Regulations and section 108 and 110 of the Act read with the Rules, as amended, SS-2 and MCA Circulars, the Company is pleased to provide E-voting facility for its members to enable them to cast their vote electronically through E-voting services provided by RTA in respect of the resolutions as set out in the Notice. Instructions for E-voting are provided in the Notice.
2. The E-voting period commences from **Sunday, July 16, 2023 at 9:00 am (IST)** onwards and ends on **Monday, August 14, 2023 at 5:00 pm (IST)** (both days inclusive). During this period, members of the Company holding equity shares either in physical or dematerialized form as on the **Cut-off date, i.e. Friday, July 7, 2023** (including those members who may not have received this Notice due to non-registration of their e-mail address with the Company or the depositories), may cast their vote electronically, in respect of the resolution(s) as set out in this Notice only through E-voting.
3. The E-voting shall not be allowed beyond the aforesaid date and time and the E-voting module shall be forthwith disabled by RTA upon expiry of the aforesaid period. Once the vote on the resolution is cast by the member, he/she shall not be allowed to change it subsequently.
4. The voting rights shall be reckoned in proportion to the paid-up equity shares registered in the name of member/beneficial owner as on the Cut-off date. A person, whose name is recorded in the register of members of the Company and/ or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date shall only be entitled to cast their vote through E-voting.

E-Voting Instructions for Members:

As per the SEBI circular dated December 9, 2020, individual members holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

Login method for Individual members holding securities in demat mode is given below:

1. Individual members holding securities in demat mode with NSDL
 - a. Existing IDeAS user can visit the e-Services website of NSDL viz... <https://eservices.nsdl.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see E-voting services under Value added services. Click on "Access to E-voting" under E-voting services and you will be able to see E-voting page. Click on company name or E-voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the E-voting period.
 - b. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>.
 - c. Visit the E-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com> either on a personal computer or on a mobile. Once the home page of E-voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see E-voting page. Click on company name or E-voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the E-voting period.
2. Individual members holding securities in demat mode with CDSL

- a. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach E-voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
 - b. After successful login the Easi / Easiest user will be able to see the E-voting option for eligible companies where the E-voting is in progress as per the information provided by the company. On clicking the E-voting option, the user will be able to see E-voting page of the E-voting service provider i.e. LINKINTIME for casting your vote during the remote E-voting period. Additionally, there are also links provided to access the system of all E-voting Service Providers, so that the user can visit the E-voting service providers' website directly.
 - c. If the user is not registered for Easi/Easiest, the option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
 - d. Alternatively, the user can directly access the E-voting page by providing Demat Account Number and PAN No. from a E-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, the user will be able to see the E-voting option where the E-voting is in progress and also able to directly access the system of all E-voting Service Providers.
3. Individual members (holding securities in demat mode) login through their depository participants
- You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for E-voting facility. After Successful login, you will be able to see E-voting option. Once you click on E-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see E-voting feature. Click on the company name or E-voting service provider name i.e. LinkIntime and you will be redirected to E-voting service provider website for casting your vote during the remote E-voting period.

Login method for Individual members holding securities in physical form/ Non-Individual members holding securities in demat mode is given below:

Individual members of the company, holding shares in physical form / Non-Individual members holding securities in demat mode as on the cut-off date for E-voting may register for E-voting facility of RTA as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
 2. Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details: -
 - a. **User ID:** Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
 - b. **PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
 - c. **DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format).
 - d. **Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/ Company.
- Notes:**
- i. *Shareholders holding **shares in physical** form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*
 - ii. *Shareholders holding shares with **NSDL**, shall provide ‘D’ above*
- e. Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
 - f. Click “confirm” (Your password is now generated).
3. Click on ‘**Login**’ under ‘**SHARE HOLDER**’ tab.
 4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for E-voting. Select ‘**View**’ icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option ‘**Favour / Against**’ (If you wish to view the entire Resolution details, click on the ‘**View Resolution**’ file link).

4. After selecting the desired option i.e. Favour / Against, click on **'Submit'**. A confirmation box will be displayed. If you wish to confirm your vote, click on **'Yes'**, else to change your vote, click on **'No'** and accordingly modify your vote.

Guidelines for Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the E-voting system of RTA at <https://instavote.linkintime.co.in> and register themselves as 'Custodian / Mutual Fund / Corporate Body'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian /

Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.

Helpdesk for Individual members holding securities in physical form/ Institutional shareholders:

Members facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual members holding securities in demat mode:

Individual members holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual members holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000
Individual members holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Individual members holding securities in physical form who has forgotten the password:

If an Individual members holding securities in physical form has forgotten the USER ID [Login ID] or Password or both then the member can use the "Forgot Password" option available on the E-voting website of Link Intime: <https://instavote.linkintime.co.in>

1. Click on **'Login'** under **'SHARE HOLDER'** tab and further Click **'forgot password?'**
2. Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on **"SUBMIT"**.

In case member is having valid email address, Password will be sent to his / her registered e-mail address. Members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.

User ID for members holding shares in physical form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

Individual members holding securities in demat mode with NSDL/ CDSL who has forgotten the password:

Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository's / depository participant's website.

1. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
2. For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
3. During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

EXPLANATORY STATEMENT

Item No. 1 & 2

The board of directors ("Board") of the Company, on recommendation of nomination and remuneration committee ("NRC"), approved appointment of Mr. Narayan K. Seshadri (DIN: 00053563) as an Additional Director (Non-Executive and Non-Independent) of the Company with effect from May 16, 2023 who shall hold office upto the date of the next general meeting of the Company or for a period of 3 (three) months from the date of his appointment, whichever is earlier, in terms of regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

Further, the Board, on the recommendation of the NRC and subject to the approval of the members, appointed Mr. Seshadri as Non-Executive and Non-Independent Director of the Company, liable to retire by rotation, for a term of 3 (three) years with effect from May 16, 2023 to May 15, 2026. The appointment is in accordance with the nomination, remuneration and board diversity policy of the Company.

The Company follows a robust process for selecting Board members. NRC thoroughly assesses various factors while considering appointment of director including candidate's background, knowledge, skills, professional experience, educational and professional qualifications, personal achievements, age and expertise.

Further, the Board also deliberates on various factors including present composition of the Board to ensure optimum combination of executive and non-executive directors, tenure of the Board members, skill matrix, diversity, time-commitment and statutory requirements.

During the process of evaluating the candidature of Mr. Seshadri as Non-Executive and Non-Independent Director on the Company's Board, NRC and Board noted the profile of Mr. Seshadri (as given below) and found that skills, experience, expertise, and competencies possessed by him are a strong match for the Company's business requirements, facilitating effective operations.

The Board further acknowledged the substantial advantages that will be derived from Mr. Seshadri's extensive expertise and experience in areas such as M&A, strategies, corporate restructuring, governance and regulatory framework and clinical research.

Brief profile of Mr. Narayan K. Seshadri:

"Mr. Narayan K. Seshadri focuses on business transformation, enabling companies to continually address challenges arising from economic, regulatory and technological changes. With experience across different sectors and countries, many enterprises he has counselled are now multibillion dollar businesses which continue to grow."

With over 40 years of his presence, Mr. Seshadri is a transformative leader, with a wide understanding of emerging technologies, regulations and preferences.

He founded Tranzmute, a Management and Business Transformation Services to transform high potential businesses into robust, rapidly growing and valuable enterprises. Mr. Seshadri has helped to transform Industrial, Retail, Technology and Financial Services businesses.

Mr. Seshadri is non-executive Chairman of AstraZeneca Pharmaceuticals India Ltd and PI Industries Ltd, Independent Director of SBI Life Insurance Co. Ltd, Kalpataru Projects International Ltd, Clearcorp Dealing Systems (India) Ltd, ReSustainability Limited, India Debt Resolution Company Limited, amongst others. He chairs or is a member of Audit Committees, Nomination and Remuneration Committees, Risk Management Committees, CSR Committees, of some of these companies. Mr. Seshadri is a Chartered Accountant by profession."

The profile of Mr. Seshadri can also be accessed on the Company's website viz. www.maxhealthcare.in/investors.

The Company has received a notice under section 160 of the Companies Act, 2013 ("Act") from a member signifying candidature of Mr. Seshadri as Non-Executive and Non-Independent Director. The Company has also received (i) consent in writing from Mr. Seshadri to act as Director in Form DIR - 2; and (ii) an intimation in Form DIR - 8 to the effect that he is not disqualified under section 164(2) of the Act. Further, Mr. Seshadri has confirmed that he is neither disqualified nor debarred from holding the office of director under the Act or pursuant to any order issued by Securities and Exchange Board of India or any such other authority.

In view of the above, the Board firmly believes that Mr. Seshadri will bring immense value on account of his stature, professional competence and diversified experience, and accordingly, recommends his appointment, as Non-Executive and Non-Independent Director for a term of 3 (three) years from May 16, 2023 to May 15, 2026, liable to retire by rotation.

In terms of regulation 17 of the SEBI Listing Regulations, approval of members in general meeting is required for payment of all compensation to Non-Executive Directors. Further, pursuant to the provisions of section 197 and all other applicable provisions of the Act and applicable provisions of the SEBI Listing Regulations, a company may pay remuneration to its all Non-Executive Directors not exceeding 1% of the net profits of the Company calculated in accordance with the provisions of section 198 of the Act, subject to approval of its members by way of an ordinary resolution.

The Board, on recommendation of NRC and subject to approval of members, has recommended the payment of remuneration to Mr. Seshadri in line with the remuneration of other Non-Executive Directors (including independent directors). Accordingly, remuneration of Mr. Seshadri is proposed upto

₹ 26,00,000/- (Indian Rupees Twenty Six Lakhs Only) per annum (payable on monthly basis) for a period of 3 (three) years from May 16, 2023 to May 15, 2026. The payment of such remuneration shall be in addition to the sitting fees and reimbursement of the expenses for attending meetings of the Board and its Committee thereof, as permissible under the Act and/or SEBI Listing Regulations.

Considering the size of the Company, the profile of Mr. Seshadri, his responsibilities and the industry benchmarks, the remuneration is in line with remuneration drawn for similar positions in companies of similar scale and size and accordingly, the approval of members of the Company is being sought for payment of aforesaid remuneration to Mr. Seshadri, for a period of 3 (three) years i.e. from May 16, 2023 to May 15, 2026.

Additional information in respect of Mr. Seshadri pursuant to the regulation 36 of the SEBI Listing Regulations and Secretarial Standard on General Meetings is provided in **Annexure** to this Notice.

The Board recommends the ordinary resolutions set out in item no. 1 and 2 of the Notice for approval by members.

Save and except Mr. Seshadri and his relatives to the extent of their shareholding in the Company, if any, none of the other directors / key managerial personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the resolutions set out in item no. 1 and 2 of the Notice.

Registered Office

401, 4th Floor, Man Excellenza,
S. V. Road, Vile Parle (West),
Mumbai – 400 056, Maharashtra, India

By order of the Board of the Directors
For **Max Healthcare Institute Limited**

Dhiraj Aroraa
SVP - Company Secretary & Compliance Officer

July 13, 2023
Gurugram

Annexure

Details of Director seeking Appointment

[Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings]

Name of Director	Mr. Narayan K. Seshadri
Director Identification Number (DIN)	00053563
Age	66 years
Date of first appointment on the Board of the Company	May 16, 2023
Expertise in specific functional areas/ experience	Finance, Accounts, Taxation and Business Strategy
Brief Resume	Please refer to Explanatory Statement
Qualification	Bachelor's Degree in Science from Bangalore University and fellow member of the Institute of Chartered Accountants of India
No. of Meetings of the Board attended during the financial year	NA
List of Directorship of other Board	<p>Listed Companies</p> <ul style="list-style-type: none"> * PI Industries Limited * Astrazeneca Pharma India Limited * Kalpataru Projects International Limited (Formerly known as Kalpataru Power Transmission Limited) * SBI Life Insurance Company Limited <p>Unlisted Companies</p> <ul style="list-style-type: none"> * Clearcorp Dealing Systems (India) Limited * RE Sustainability Limited (Formerly known as Ramky Enviro Engineers Limited) * India Debt Resolution Company Limited * PI Health Sciences Limited * Halcyon Resources & Management Private Limited * A2O Software India Private Limited * Tranzmute Capital & Management Private Limited * Halcyon Enterprises Private Limited * Kritdeep Properties Private Limited * Svasth-Heart India Foundation

Name of Director	Mr. Narayan K. Seshadri		
List of Membership / Chairmanship of Committees of other Board	S. No.	Name of the Companies in which Committee Memberships held	Name of the Committee Committee Positions
	1.	PI Industries Limited	Management Advisory Committee Member Audit Committee Member Nomination & Remuneration Committee Member Risk Management Committee Member
	2.	Kalpataru Projects International Limited	Risk Management Committee Chairman Audit Committee Member
	3.	AstraZeneca Pharma India Limited	Nomination & Remuneration Committee Member Audit Committee Member
	4.	Re Sustainability Limited	Audit Committee Chairman Nomination & Remuneration Committee Chairman Risk Management Committee Chairman
	5.	SBI Life Insurance Company Limited	Investment Committee Chairman Corporate Social Responsibility Committee Member Policyholder Protection Committee Chairman Risk Management Committee Member Audit Committee Chairman Nomination & Remuneration Committee Chairman
	6.	India Debt Resolution Company Limited	Nomination & Remuneration Committee Chairman Audit Committee Member
	7.	Clearcorp Dealing Systems (India) Limited	Investment committee Member
Listed entities from which the person has resigned in the past 3 years	* Poonawalla Fincorp Limited * CG Power and Industrial Solutions Limited		
No. of shares held in the Company including shareholding as beneficial owner	Nil		
Relationship with other Directors, managers and Key Managerial Personnel	None		
Terms and Conditions of appointment	As mentioned in the Explanatory Statement		
Details of remuneration last drawn	NA		
Details of remuneration sought to be paid	₹ 26,00,000/- (Indian Rupees Twenty Six Lakhs Only) per annum		