



April 04, 2022

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

Listing Department,
BSE Limited
25th Floor,
Phiroze Jeejeebhoy Towers,
Dalal Street,
MUMBAI - 400 001
Scrip Code: 543220

Sub: Intimation of dispatch of Notice of Postal Ballot (remote e-voting only)

Dear Sir/Ma'am,

Pursuant to the provisions of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith a copy of the Postal Ballot Notice being sent to the members of the Company for approval of businesses as set out thereunder.

Please note that in accordance with relevant circulars issued by Ministry of Corporate Affairs, from time to time, for holding general meetings/ conducting postal ballot process through e-voting:

- (i) the Postal Ballot Notice is being sent only to those members whose names appear on the Register of Members / List of Beneficial Owners, as received from the National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") (together "Depositories"), as on Tuesday, March 29, 2022 (the "cut-off date") and whose email address is available with the Company/Depositories/Registrar and Share Transfer Agent ("RTA") of the Company i.e. Link Intime India Private Limited;
- (ii) the Company has engaged RTA as the agency to provide remote e-voting facility which will commence from Wednesday, April 06, 2022 at 09.00 a.m. (IST) till Thursday, May 05, 2022 at 5.00 p.m. (IST);
- (iii) Mr. Devesh Kumar Vasisht (ICSI Membership No. F8488), Partner of Sanjay Grover & Associates, Practising Company Secretary, New Delhi (Firm Registration No. P2001DE052900), is the scrutinizer for conducting the Postal Ballot through e-voting process in a fair and transparent manner;
- (iv) The results of the Postal Ballot will be declared on or before Saturday, May 07, 2022.

The Postal Ballot Notice are also available on the Company's website at www.maxhealthcare.in.

Kindly take this intimation on your record.

Thanking you,
For Max Healthcare Institute Limited

(Ruchi Mahajan)
SVP - Company Secretary & Compliance Officer

Max Healthcare Institute Limited
(CIN: L72200MH2001PLC322854)
Regd. Office: 401, 4th Floor, Man Excellence, S. V. Road, Vile Parle (West),
Mumbai, Maharashtra-400056
Phone: +91- 22-26101035,
E-mail: secretarial@maxhealthcare.com,
investors@maxhealthcare.com
Corporate Office: 2nd Floor, Capital Cyberscape, Sector-59, Gurugram, Haryana 122011
www.maxhealthcare.in



Max Healthcare Institute Ltd.

NOTICE OF POSTAL BALLOT



MAX HEALTHCARE INSTITUTE LIMITED

CIN L72200MH2001PLC322854

Regd. Office: 401, 4th Floor, Man Excellenza, S. V. Road, Vile Parle (West),
Mumbai, Maharashtra-400056

Corporate Office: 2nd Floor, Capital Cyberscape, Sector-59, Gurugram,
Haryana 122011

Email id- investors@maxhealthcare.com; secretarial@maxhealthcare.com;

Phone: 91-22-26101035; Website: www.maxhealthcare.in

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014]

Dear Shareholders,

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, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (**"Rules"**), circulars issued by the Ministry of Corporate Affairs for holding general meetings / conducting postal ballot process through e-voting vide General Circular No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33 / 2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No. 10 / 2021 dated June 23, 2021 and No. 20/2021 dated December 8, 2021 (**"MCA Circulars"**) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI LODR"**), Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India (**"SS-2"**), as amended, in view of the COVID-19 pandemic, it is proposed to seek the consent of shareholders of Max Healthcare Institute Limited (**"the Company"**) to transact the businesses as set out hereunder through Postal Ballot by way of voting through electronic means (**"e-voting"**) only.

The Explanatory Statement pursuant to Section 102 of the Act and applicable provisions of SEBI LODR setting out the material facts concerning the resolutions and the reasons thereof is annexed hereto along with the Postal Ballot Notice, for your consideration.

Pursuant to Rule 22(5) of the Rules, the Board of Directors has appointed Mr. Devesh Kumar Vasisht (ICSI Membership No. F8488) Partner of Sanjay Grover & Associates, Practising Company Secretaries, New Delhi (Firm Registration No. P2001DE052900), as the scrutinizer for conducting the Postal Ballot through e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose.

Pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules and MCA Circulars, the Company has engaged Link Intime India Private Limited (**"LIPL"/"RTA"**), Registrar and Share Transfer Agent of the Company, to provide e-voting facility to the shareholders for casting vote in this postal ballot activity electronically. Shareholders are requested to read the instructions provided in the notes to this Postal Ballot Notice (**"notice"**) to cast their votes electronically.

The e-voting facility will commence from 9.00 a.m. onwards on Wednesday, April 06, 2022 till Thursday, May 05, 2022 upto 5.00 p.m. (both days inclusive). The e-voting module shall be disabled by LIPL for voting thereafter.

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

**Sd/-
Ruchi Mahajan
SVP- Company Secretary
& Compliance Officer
Membership no. FCS 5671**

Date : April 04, 2022

Place : Gurugram (Haryana)

RESOLUTION NO. 1

APPOINTMENT OF MR. PRASHANT KUMAR (DIN-08342577) AS NON-EXECUTIVE NON-INDEPENDENT DIRECTOR OF THE COMPANY

TO CONSIDER AND IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION AS AN **ORDINARY RESOLUTION**:

“RESOLVED THAT in terms of Section 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Rules made thereunder and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), relevant provisions of Articles of Association of the Company and based on the recommendation of Nomination & Remuneration Committee and the Board of Directors, Mr. Prashant Kumar (DIN-08342577), nominee of Kayak Investments Holding Pte. Ltd, who was appointed as an Additional Director (Non-Executive Non-Independent Director) by the Board of Directors of the Company with effect from February 13, 2022 and in respect of whom, the Company has received a notice in writing under Section 160 of the Act from him proposing his candidature for the office of Director, be and is hereby appointed as Non-Executive Non-Independent Director of the Company, liable to retire by rotation.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company (including any Committee(s) thereof) and the Company Secretary, be and are hereby severally authorized to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution.”

RESOLUTION NO. 2

APPOINTMENT OF MR. GAURAV TREHAN (DIN-03467781) AS NON-EXECUTIVE NON-INDEPENDENT DIRECTOR OF THE COMPANY

TO CONSIDER AND IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION AS AN **ORDINARY RESOLUTION**:

“RESOLVED THAT in terms of Section 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Rules made thereunder and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), relevant provisions of Articles of Association of the Company and based on the recommendation of Nomination & Remuneration Committee and the Board of Directors, Mr. Gaurav Trehan (DIN-03467781), nominee of Kayak Investments Holding Pte. Ltd, who was appointed as an Additional Director (Non-Executive Non-Independent Director) by the Board of Directors of the Company with effect from March 15, 2022 and in respect of whom, the Company has received a notice in writing under Section 160 of the Act from him proposing his candidature for the office of Director, be and is hereby appointed as Non-Executive Non-Independent Director of the Company, liable to retire by rotation.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company (including any Committee(s) thereof) and the Company Secretary, be and are hereby severally authorized to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution.”

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

**Sd/-
Ruchi Mahajan
SVP- Company Secretary
& Compliance Officer
Membership no. FCS 5671**

Date : April 04, 2022

Place : Gurugram (Haryana)

NOTES:

1. Pursuant to Section 102 of the Act, the Explanatory Statement setting out all material facts and reasons for the proposals set out in resolution nos. 1 and 2 is annexed hereto for your consideration.
2. In accordance with MCA Circulars, the notice is being sent only by email to all those shareholders whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) (together **“Depositories”**) as on Tuesday, March 29, 2022 **(the “cut-off date”)** and who have registered their email addresses in respect of electronic holdings with the respective Depositories through the concerned Depository Participants/the Company. It is however clarified that all shareholders of the Company as on the cut-off date (including those shareholders who may not have received this notice due to non-registration of their e-mail IDs with the Company or the Depositories) shall be entitled to vote in relation to the resolutions specified in this notice. For this purpose, such shareholders may refer to the instructions.
3. **Voting rights shall be reckoned in proportion to the paid-up equity shares registered in the name of shareholder / beneficial owner as on the cut-off date. Any recipient of the notice who was not a shareholder of the Company as on the cut-off date, should treat this notice for information purpose only.**
4. In compliance with Sections 108 and 110 and other applicable provisions of the Act and the Rules, MCA Circulars, SS-2 and Regulation 44 of SEBI LODR, the Company is pleased to provide e-voting facility for its shareholders to enable them to cast their votes on the resolutions electronically. The instructions for e-voting are provided as part of this Postal Ballot Notice which the shareholders are requested to read carefully before casting their vote.
5. **E-voting portal will remain open for the shareholders to cast their vote from Wednesday, April 06, 2022, 9.00 a.m. till Thursday, May 05, 2022, 5.00 p.m. both days inclusive** and the

same shall be disabled by LIPL thereafter. During this period, the shareholders of the Company holding shares either in physical or dematerialized form, as on the cut-off date, may cast their vote electronically. Once vote on a resolution is cast by the shareholder, he/ she will not be able to change it subsequently or cast the vote again.

6. **The results of the Postal Ballot will be declared on or before Saturday, May 07, 2022.** The Scrutinizer will submit his report to the Chairman & Managing Director ("CMD") of the Company or any person duly authorized by him, after completion of the scrutiny of votes cast. The CMD or any other person duly authorized by CMD shall declare the results of the postal ballot. The result of the Postal Ballot along with Scrutinizer's report will be communicated to National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE"), where the equity shares of the Company are presently listed. Additionally, the result will also be hosted on the websites of the Company i.e. www.maxhealthcare.in and LIPL i.e. <https://www.linkintime.co.in>. The Company will also display the results at its registered and corporate office.
7. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on the last date specified by the Company for remote e-voting i.e. Thursday, May 05, 2022.
8. As required by Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 read with MCA Circulars, the details pertaining to this Postal Ballot will be published in one English national daily newspaper circulating throughout India (in English language) and one regional daily newspaper circulating in Maharashtra (in vernacular language, i.e. Marathi).
9. In accordance with the provisions of MCA Circulars, the Company will send this notice in electronic form only. Accordingly, the communication of the assent or dissent of the shareholders on the proposed resolutions would take place through e-voting system only. Therefore, those shareholders who have not yet registered their e-mail address with the Company/Depositories are requested to get their e-mail addresses submitted by following the below procedure:
 - i. In light of MCA Circulars, for remote e-voting for this postal ballot, the shareholders whether holding equity shares in demat or physical form and who have not submitted their email addresses and in consequence to whom the e-voting notice could not be served, may temporarily get their e-mail addresses registered with the Company's RTA viz. LIPL, by clicking the link: https://linkintime.co.in/emailreg/email_register.html and follow the registration process as guided thereafter. Post successful registration of the e-mail address, the shareholders would get soft copy of this notice along with the user-id and the password to cast vote. In case of any queries, shareholders may write to the Company at investors@maxhealthcare.com or to RTA at rnt.helpdesk@linkintime.co.in.
 - ii. It is clarified that for permanent registration of e-mail address, the shareholders are however requested to register their email address, in respect of electronic holdings with the depository through the concerned depository participants and in respect of physical holdings with the Company's RTA, LIPL, having its office at C-101, 247 Park, Lal Bahadur Shastri Marg, Gandhi Nagar, Vikhroli West, Mumbai – 400 083, India (Tel: 022 4918 6000; Fax: 022 4918 6060), by following the due procedure.
 - iii. Those shareholders who have already registered their e-mail address are requested to keep their e-mail addresses validated with their depository participants / the Company's RTA, LIPL to enable servicing of notices / documents /Annual Reports electronically to their e-mail address.
10. Any query / grievance may please be addressed to Ms. Ruchi Mahajan, SVP -Company Secretary & Compliance Officer with respect to voting on the Postal Ballot including voting by electronic means at investors@maxhealthcare.com, phone no.:-+91-124-620 7777 or to RTA at rnt.helpdesk@linkintime.co.in. or contact Mr. Rajiv Ranjan, AVP at rajiv.ranjan@linkintime.co.in and at C-101, 247 Park, Lal Bahadur Shastri Marg, Gandhi Nagar, Vikhroli West, Mumbai – 400 083, India (Tel: 022 4918 6000; Fax: 022 4918 6060).

11. Scrutinizer's decision on the validity of votes casted in the Postal Ballot process shall be final.
12. The Resolutions passed by the shareholders through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the shareholders.
13. A copy of the notice is also placed on the website of the Company viz. www.maxhealthcare.in, RTA's e-voting website viz. <https://instavote.linkintime.co.in> and will also be communicated to NSE and BSE.
14. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the Companies and has issued circulars stating that service of notice / documents including Annual Report can be sent by e-mail to its shareholders. To support this green initiative of the Government in full measure, shareholders who have not registered their e-mail addresses, so far, are requested to give their consent by providing their e-mail addresses to the Company or to RTA.

General information and instructions relating to e-voting:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL viz. https://eservices.nsdl.com either on personal computer or on 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 remote e-Voting period. 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 Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on personal computer or on 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 held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL 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 remote e-Voting period.
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi/Easiest, can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest, the user will be able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration

	<p>4. Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from a link in 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, user will be provided links for the respective ESP i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.</p>
Individual Shareholders (holding securities in demat mode) can login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. 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 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 remote e-Voting period.</p>
Individual Shareholders holding securities in Physical mode & e-voting service provider is LINKINTIME	<ol style="list-style-type: none"> 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: - <ul style="list-style-type: none"> A. User ID: Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the RTA/ 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 RTA / Company - in DD/MM/YYYY format) D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with RTA/Company. <p>*Shareholders/ members holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above</p> <ul style="list-style-type: none"> • 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). • 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’. <p>Cast your vote electronically:</p> <ol style="list-style-type: none"> 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.

Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to the e-voting system of LIPL 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.

Individual Shareholders, holding securities in physical mode & e-voting service provider is LIPL, have forgotten the password:

If an Individual shareholder holding securities in physical mode have forgotten the USER ID [Login ID] or Password or both, then the shareholder can use the "Forgot Password" option available on the e-Voting website of LIPL: <https://instavote.linkintime.co.in>

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

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders 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 Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

Individual Shareholders, holding securities in demat mode have forgotten the password:

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

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

Helpdesk for Individual Shareholders holding securities in demat mode

Individual Shareholders holding securities in demat mode may contact the respective helpdesk (details given below) for resolution of any technical issues related to login through Depository i.e. NSDL or CDSL, as the case may be.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending request at evoting@nsdl.co.in or by calling toll free no. : 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending request at helpdesk. evoting@cdslindia.com or by calling 022-23058738 or 022-23058542-43

Helpdesk for Individual Shareholders holding securities in physical mode & Institutional shareholders and e- voting service provider is LIPL

Shareholders facing any technical issue in login may contact LIPL INSTAVOTE helpdesk by sending request at enotices@linkintime.co.in or dialing : - Tel: 022 – 4918 6000.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("THE ACT") & RULES MADE THEREUNDER AND APPLICABLE PROVISIONS OF SEBI LODR

ITEM NOS. 1 & 2

The Shareholders may please note that, consequent upon resignation of Mr. Sanjay Omprakash Nayar (DIN: 00002615) and Ms. Ananya Tripathi (DIN: 08102039) as Non-Executive Non-Independent Directors {nominees of Kayak Investments Holding Pte. Ltd. ("Kayak") on the Board} with effect from February 12, 2022 and March 14, 2022 respectively, the Board of Directors of the Company based on the recommendation of Nomination and Remuneration Committee, appointed Mr. Prashant Kumar and Mr. Gaurav Trehan as Additional Directors (Non-Executive Non Independent Directors) on the Board of the Company with effect from February 13, 2022 and March 15, 2022 respectively (as nominees of Kayak), pursuant to Shareholders' Agreement dated December 24, 2018 (executed amongst Dr. Abhay Soi and Kayak applicable to the Company with effect from June 1, 2020), subject to necessary compliance in terms of the Act and SEBI LODR.

In terms of Section 161 of the Act, Mr. Prashant Kumar and Mr. Gaurav Trehan hold office only upto the date of AGM to be held in calendar year 2022 and are eligible for appointment as Non-Executive Non-Independent Directors. Regulation 17(1C) of SEBI LODR inter-alia provides that the listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

The Company has received notices under Section 160 of the Act from Mr. Kumar and Mr. Trehan proposing their respective candidatures as Non-Executive Non-Independent Directors of the Company. In addition, the Company has also received the requisite documents from them declaring that they are not disqualified from being appointed as Directors in terms of provisions of the Act nor debarred from being appointed to the office of Director by virtue of any order of SEBI or any such other authority and have given their consent to act as Non-Executive Directors of the Company.

Brief profiles:

Mr. Prashant Kumar holds a B. Tech from Indian Institute of Technology, Delhi, postgraduate diploma in management from Indian Institute of Management, Kolkata, and MBA from The Wharton School at the University of Pennsylvania. Mr. Kumar is a Managing Director in KKR's private equity team. Prior to joining KKR, Mr. Kumar was a Director and member of the investment committee at ChrysCapital, a leading India focused private equity fund. Previously, he was with Warburg Pincus where he led investments in various sectors. 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.

Mr. Gaurav Trehan holds a BS in mathematics/ applied science and economics from UCLA. Mr. Trehan joined KKR in 2020 and is a Partner and Chief Executive Officer for KKR India. Prior to joining KKR, Mr. Trehan spent more than fifteen years with TPG Capital Asia and was most recently a partner at its India office. Mr. Trehan has led and executed private equity transactions across a diverse range of sectors in India from financial services to retail and healthcare. Prior to joining TPG, Mr. Trehan worked in the mergers, acquisitions, and restructuring department of Morgan Stanley with a focus on the technology sector.

Brief profile of Mr. Kumar and Mr. Trehan are also available on the website of the Company i.e. www.maxhealthcare.in/investors.

Other requisite details of Mr. Kumar and Mr. Trehan are provided in Annexure 1 to this Notice.

Keeping in view their background, qualifications, skills, experience and functional expertise, their continued association would be immensely beneficial to and is in interest of the Company and will help the Board to maintain appropriate balance of skills, experience and

knowledge and necessary diversity and discharge its functions and duties effectively.

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/corporate office of the Company and copies thereof shall also be made available for inspection from the date of circulation of this notice up to May 05, 2022. Members can also inspect such documents electronically by sending request from their registered email id to the Company at investors@maxhealthcare.com

Except Mr. Prashant Kumar, Mr. Gaurav Trehan and Kayak, none of the Directors, Promoters and Key Managerial Personnel of the Company or their respective relatives are in any way, concerned or interested, financially or otherwise, in the resolutions set out at item nos. 1 and 2 of this Notice besides to the extent of their shareholding, if any, held in the Company.

Accordingly, based on the recommendation by the Nomination & Remuneration Committee, the Board recommends the resolutions as set out at item nos. 1 and 2 of this Notice for approval by the shareholders as an Ordinary Resolution(s).

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

Sd/-

**Ruchi Mahajan
SVP- Company Secretary
& Compliance Officer
Membership no. FCS 5671**

Date : April 04, 2022
Place : Gurugram (Haryana)

ANNEXURE-1

The information/disclosure in compliance with Regulation 36(3) of SEBI LODR and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, as applicable have been provided herein below:

Name of Director	Mr. Prashant Kumar	Mr. Gaurav Trehan
DIN	08342577	03467781
Age (years)	45	46
Relationship with other Directors inter-se and Key Managerial Personnel	Except Mr. Gaurav Trehan (being nominee of Kayak on the Board of the Company), Mr. Prashant Kumar is not related to any of the Directors or Key Managerial Personnel of the Company	Except Mr. Prashant Kumar (being nominee of Kayak on the Board of the Company), Mr. Gaurav Trehan is not related to any of the Directors or Key Managerial Personnel of the Company
Date of Appointment on the Board	Appointed as an Additional Director w.e.f. February 13, 2022	Appointed as an Additional Director w.e.f. March 15, 2022
Expertise in specific functional areas	Finance, Management, Strategy and Corporate Governance	Business strategy, Business finance, Business management and Corporate Governance
Qualification	B. Tech from Indian Institute of Technology, Delhi, Postgraduate diploma in management from Indian Institute of Management, Kolkata, and MBA from The Wharton School at the University of Pennsylvania	BS in mathematics/ applied science and economics from UCLA
Terms and conditions of appointment	Non-Executive Non-Independent Director, liable to retire by rotation	Non-Executive Non-Independent Director, liable to retire by rotation
No. of shares held in the Company including shareholding as beneficial owner	Nil	Nil
Remuneration last drawn (during FY-22)	Nil	Nil
Directorship held in other companies along with listed entities from which the person has resigned in the past three years*	<ul style="list-style-type: none"> Radiant Life Care Private Limited; JB Chemicals and Pharmaceuticals Limited (<i>Listed entity</i>); Vini Cosmetics Private Limited; KKR India Asset Finance Limited (<i>Debt Listed entity</i>); KKR India Advisors Private Limited. <p><u>Listed entities from where resigned in the past three years</u></p> <ul style="list-style-type: none"> Max Healthcare Institute Limited (<i>Listed entity</i>)- resigned as Director on June 19, 2020 	<ul style="list-style-type: none"> JB Chemicals and Pharmaceuticals Limited (<i>Listed entity</i>); Vini Cosmetics Private Limited; KKR India Advisors Private Limited. <p><u>Listed entities from where resigned in the past three years:</u> Nil</p>

List of the Committees of Board of Directors (across all companies) in which Chairmanship/ Membership is held*	<u>JB Chemicals and Pharmaceuticals Limited:</u> <ul style="list-style-type: none"> Audit Committee- <i>Member</i>; Nomination & Remuneration Committee- <i>Member</i>; Stakeholders Relationship Committee- <i>Member</i>; Risk Management Committee- <i>Member</i>; Share Transfer Committee- <i>Chairman</i>. <u>KKR India Asset Finance Limited</u> Nomination & Remuneration Committee- <i>Member</i> <u>KKR India Advisors Private Limited</u> Corporate Social Responsibility Committee- <i>Member</i> <u>Max Healthcare Institute Limited</u> <ul style="list-style-type: none"> Audit & Risk Committee- <i>Member</i>; Restructuring Committee- <i>Member</i>. 	<u>JB Chemicals and Pharmaceuticals Limited:</u> Compensation Committee- <i>Member</i> <u>KKR India Advisors Private Limited</u> Corporate Social Responsibility Committee- <i>Member</i> <u>Max Healthcare Institute Limited</u> Nomination & Remuneration Committee- <i>Member</i>
No. of Board Meetings attended during FY-22 (till the date of this notice)	None	None

*As per latest disclosure received by the Company