

May 9, 2024

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
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

Scrip Code: 543220

Sub.: Minutes of Postal Ballot

Dear Sir / Madam,

Please find enclosed minutes of resolutions passed through postal ballot only by way of remote E-voting on May 5, 2024.

The results of postal ballot were announced vide our earlier intimation dated May 6, 2024.

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

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MAX HEALTHCARE INSTITUTE LIMITED

MINUTES OF THE SPECIAL RESOLUTIONS PASSED BY WAY OF POSTAL BALLOT THROUGH E-VOTING PROCESS BY MEMBERS OF MAX HEALTHCARE INSTITUTE LIMITED ON MAY 5, 2024, RESULTS OF WHICH WERE DECLARED ON MAY 6, 2024

1. The board of directors of the Max Healthcare Institute Limited ("Board") at their meeting held on March 19, 2024 approved the proposal to conduct a postal ballot by electronic voting process ("E-voting") pursuant to the provisions of section 110 read with section 108 and all 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, 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 latest being general circular no. 9/2023 dated September 25, 2023 (collectively referred to as "MCA Circulars") and any other applicable laws, rules and regulations for the time being in force, as amended and therefore issued Postal Ballot Notice along with explanatory statement and E-voting instructions ("Notice") dated March 19, 2024 to the members, seeking their consent with respect to following special resolutions:
 - a) Re-appointment of Mr. Michael Thomas Neeb as an Independent Director of the Company
 - b) Re-appointment of Mr. Mahendra Gumanmalji Lodha as an Independent Director of the Company
2. The following actions were conducted pursuant to the approval of the Board and in compliance with the provisions of the Act and MCA Circulars:
 - a) The Board had appointed Mr. Devesh Kumar Vasisht (ICSI Membership No. F8488, CP. No. 13700) or failing him, Mr. Parveen Kumar (ICSI Membership No. F10315, CP. No. 13411), Partners of DPV & Associates LLP, Practicing Company Secretaries, to act as the Scrutinizer ("Scrutinizer") for conducting postal ballot only through E-voting process in a fair and transparent manner, who has communicated willingness to be appointed for the said purpose;
 - b) In compliance with regulation 44 of the SEBI Listing Regulations and section 108 and 110 of the Act read with Rules as amended, SS-2 and MCA Circulars, the Company had provided E-voting facility to its members to enable them to cast their votes electronically through E-voting services provided by Link Intime India Private Limited, registrar and share transfer agent of the Company ("RTA") in respect of the resolutions as set out in the Notice;
 - c) In compliance with the MCA Circulars, the Notice was sent only through electronic mode on April 5, 2024, to those members whose e-mail addresses were registered with the Company or its RTA or with depository(ies) and whose names appeared in the register of members of the Company and/or in the register of beneficial owners as maintained by the depositories as on Friday, March 29, 2024 ("cut-off date");

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- d) A newspaper advertisement as required under the Act and MCA Circulars was published on April 6, 2024 in Business Standard - English (all India editions) and Navshakti - Marathi (Mumbai edition);
 - e) The E-voting period commenced on Saturday, April 6, 2024 at 9.00 am (IST) and ended on Sunday, May 5, 2024 at 5.00 pm (IST);
 - f) The copy of draft letter for re-appointment of Mr. Michael Thomas Neeb and Mr. Mahendra Gumanmalji Lodha as an Independent Director setting out the terms and conditions was made available for electronic inspection to the members;
 - g) The total number of members as on cut-off date were 1,29,639.
3. Mr. Abhay Soi, Chairman of the Board, duly authorized, *inter-alia*, Mr. Dhiraj Aroraa, SVP -Company Secretary and Compliance Officer, to receive and countersign the scrutinizer's report and further to declare the voting results of the postal ballot on behalf of the Company.
4. Mr. Devesh Kumar Vasisht, Scrutinizer had carried out scrutiny of all the E-votes received until 5.00 pm (IST) on May 5, 2024, being the last day of E-voting module for postal ballot and prepared a scrutinizer's report ("Report") on the basis of data received by him. Summary of the Report is as under:
- a) Pursuant to the MCA Circulars, the Notice was sent on April 5, 2024 to those members whose e-mail addresses were registered with the Company or RTA or with depository(ies) and whose names appeared in the register of members of the Company and/or in the register of beneficial owners as maintained by the depositories as on the cut-off date.
 - b) A newspaper advertisement as required under the Act and MCA Circulars was published on April 6, 2024 in Business Standard - English (all India editions) and Navshakti - Marathi (Mumbai edition).
 - c) The members holding shares as on the cut-off date i.e. Friday, March 29, 2024 were only entitled to vote on the special resolutions and were required to communicate their assent or dissent only through E-voting system as provided by the designated platform of RTA in terms of the MCA Circulars.
 - d) The E-voting period commenced on Saturday, April 6, 2024 at 9.00 am (IST) and ended on Sunday, May 5, 2024 at 5.00 pm (IST). The E-voting process was monitored through the Scrutinizer's secured link provided by RTA on its designated website i.e. <https://instavote.linkintime.co.in/>.
 - e) The E-voting was unblocked on May 5, 2024 after 5.00 pm (IST) in the presence of two witnesses i.e. Mr. Mukesh Sharma and Mr. Parveen Kumar who are not in the employment of the Company.
 - f) Thereafter, the particulars of E-voting report generated from electronic registry of RTA had been entered in a separate register maintained for this purpose and the E-voting was reconciled with the register of members of the Company as on cut-off date as maintained by RTA of the Company.
 - g) The fully paid-up share capital of the Company stood Rs. 971,91,24,080/- (Rupees Nine Hundred Seventy-One Crore Ninety-One Lakh Twenty-Four Thousand and Eighty only) divided into 97,19,12,408 (Ninety-Seven Crore Nineteen Lakh Twelve Thousand Four Hundred and Eight) equity shares of Rs. 10/- (Rupee Ten Only) each as on the cut-off date.

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5. The Scrutinizer had submitted his Report on May 6, 2024.
6. Mr. Dhiraj Aroraa then proceeded with the declaration of Postal Ballot Results based on the Scrutinizer's Report on behalf of the Company.
7. Thereafter, Mr. Dhiraj Aroraa announced that the following special resolutions as set out in Notice dated March 19, 2024 were duly approved by the members with a requisite majority of 98.54% and 85.30%, respectively.

a) Re-appointment of Mr. Michael Thomas Neeb as an Independent Director of the Company

"Resolved That pursuant to the provisions of section 149, 152 read with schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 ("Act"), the rules framed thereunder including the Companies (Appointment and Qualification of Directors) Rules, 2014, 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(s) or re-enactment(s) thereof for the time being in force), relevant circulars issued by BSE Limited and National Stock Exchange of India Limited, the articles of association of the Company, nomination, remuneration and board diversity policy of the Company and based on recommendation of the Nomination and Remuneration Committee and the board of directors of the Company ("Board"), Mr. Michael Thomas Neeb (DIN: 08522685), who holds the office as an Independent Director of the Company and who meets the criteria for independence as prescribed under the Act and SEBI Listing Regulations, and being eligible for re-appointment as an Independent Director, 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 re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term effective from June 21, 2024 to June 20, 2029 (both days inclusive).

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 and to delegate all or any of the powers conferred herein 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 and/or expedient and to execute such documents, writings etc. as may be necessary to give effect to forgoing resolution."

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The result of E-voting was as under:

Special Resolution				
Particulars	Number of Votes received			Percentage
	e-votes	Postal Ballot	Total	
Assent	85,78,65,469	-	85,78,65,469	98.5391
Dissent	1,27,18,527	-	1,27,18,527	1.4609
Total	87,05,83,996	-	87,05,83,996	100.0000

b) Re-appointment of Mr. Mahendra Gumanmalji Lodha as an Independent Director of the Company

“Resolved That pursuant to the provisions of section 149, 152 read with schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”), the rules framed thereunder including the Companies (Appointment and Qualification of Directors) Rules, 2014, 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(s) or re-enactment(s) thereof for the time being in force), relevant circulars issued by BSE Limited and National Stock Exchange of India Limited, the articles of association of the Company, nomination, remuneration and board diversity policy of the Company and based on recommendation of the Nomination and Remuneration Committee and the board of directors of the Company (“Board”), Mr. Mahendra Gumanmalji Lodha (DIN: 00012920), who holds the office as an Independent Director of the Company and who meets the criteria for independence as prescribed under the Act and SEBI Listing Regulations, and being eligible for re-appointment as an Independent Director, 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 re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term effective from June 21, 2024 to June 20, 2029 (both days inclusive).

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 and to delegate all or any of the powers conferred herein 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 and/or expedient and to execute such documents, writings etc. as may be necessary to give effect to forgoing resolution.”

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The result of E-voting was as under:

Particulars	Special Resolution			Percentage
	Number of Votes received			
	e-votes	Postal Ballot	Total	
Assent	74,26,50,750	-	74,26,50,750	85.3036
Dissent	12,79,46,055	-	12,79,46,055	14.6964
Total	87,05,96,805	-	87,05,96,805	100.0000

8. The results along with the Report were also communicated to the stock exchanges i.e. National Stock Exchange of India Limited and BSE Limited on May 6, 2024 where the shares of the Company are listed and were also displayed at the registered and corporate office of the Company. Additionally, the said results were also hosted on Company's website viz. www.maxhealthcare.in and website of the E-voting agency (Link Intime India Private Limited) viz. <https://instavote.linkintime.co.in/>.
9. The Chairman noted the results of E-Voting as stated above and it was declared & recorded that all the special resolutions as set out in the Notice dated March 19, 2024 were duly passed by the members of the Company on May 5, 2024 with requisite majority.

Date of Entry : **May 7, 2024**

Date of Signing : **May 9, 2024**

Place of Signing : **Delhi**

Chairman

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