



September 19, 2018

The Manager
Department of Corporate Services
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai - 400 021.

The Manager
National Stock Exchange of India Ltd.
Exchange Plaza
Bandra -Kurla Complex
Bandra (E),
Mumbai 400 051

Scrip Code : 539981

Name of Scrip : MAXINDIA

Dear Sir/Madam,

Reg : Disclosure under listing regulations

Further to our letter dated February 20, 2018 (*copy enclosed*), we have been informed that Life Healthcare Group Holdings, South Africa, (Life Healthcare), our equal JV Partner in Max Healthcare Institute Limited (Max Healthcare), has decided to sell its entire 49.70% equity stake held in Max Healthcare to Kohlberg Kravis Roberts & Co. LP, (for and on behalf of funds and investment vehicles managed and/or advised by it (together with its affiliates), which may complete the transaction through its portfolio company, Radiant Life Care Private Limited ("**Proposed Transaction**").

The consummation of the Proposed Transaction is subject to fulfilment of various conditions set out in the intimation given by Life Healthcare to the Johannesburg Stock Exchange. A copy of the aforesaid intimation (*by Life Healthcare to the Johannesburg Stock Exchange*) is enclosed for your kind information.

You are requested to take the aforesaid on record.

Thanking you,

Yours faithfully
For **Max India Limited**

A handwritten signature in blue ink, appearing to read "V. Krishnan".

V. Krishnan
Company Secretary
Encl: As above



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Mumbai 400 051

Scrip Code : 539981

Name of Scrip : MAXINDIA

Dear Sir/Madam,

Sub: Discussions regarding acquisition of stake in Max Healthcare

This is to inform you that the Company's equal joint-venture partner in the healthcare business, Life Healthcare Group Holdings Limited, South Africa (Life Healthcare), has initiated preliminary discussions with the Company to explore the possibility of acquisition of Life Healthcare's shares in Max Healthcare Institute Limited by the Company.

You are requested to take the aforesaid on record.

Thanking you,

Yours faithfully
For Max India Limited

A handwritten signature in black ink, appearing to read "Jatin Khanna", written over a white background.

Jatin Khanna
Chief Financial Officer

Life Healthcare Group Holdings Limited
Incorporated in the Republic of South Africa
Registration number: 2003/002733/06
ISIN: ZAE000145892
Share Code: LHC
("Life Healthcare" or "the Company")

DISPOSAL OF INTEREST IN MAX HEALTHCARE INSTITUTE LIMITED AND WITHDRAWAL OF CAUTIONARY ANNOUNCEMENT

1. INTRODUCTION

Further to the cautionary announcement released on the Stock Exchange News Service on 27 August 2018, shareholders are advised that the Company through its wholly owned subsidiary, Life Healthcare International Proprietary Limited, has accepted an offer from the global investment firm Kohlberg Kravis Roberts & Co. LP. for and on behalf of funds and/or investment vehicles managed by it together with its affiliates ("the Purchaser") to acquire its 49.7% stake in Max Healthcare Institute Limited ("Max Healthcare") ("the Transaction"). The Purchaser may complete the transaction through its portfolio company, Radiant Life Care Private Limited.

2. THE TRANSACTION

Rationale

Exiting its joint shareholding investment in Max Healthcare will further enable Life Healthcare to focus on its core operations in South Africa, UK, Poland and Western Europe. The Company will initially use the net disposal proceeds to settle debt as well as to invest in growth opportunities in its core markets.

Terms of the Transaction

Subject to the terms and conditions to be mutually agreed in a share purchase agreement, the Purchaser will acquire 266,997,937 equity shares held by Life Healthcare International Proprietary Limited, which represents 49.7% of the share capital of Max Healthcare, at Rupees 80 per share for approximately R4.3 billion before costs and the impact of exchange rate fluctuations (the R4.3 billion is an indicative amount based on the rate of exchange as at 19 September 2018, R1 = ₹4.93). The final amount will be determined based on the rate of exchange when the transaction is finalised. The transaction is currently expected to be finalised and become effective before the end of December 2018.

The business of Max Healthcare

Max Healthcare is a leading hospital group in India. The business operates state of the art hospitals in Delhi-NCR, Punjab and Uttarakhand. Life Healthcare acquired an initial stake of 26% in Max Healthcare in 2012 and subsequently increased its stake to 46.25% in 2014. Following the acquisition of half of the International Finance Corporation's interest in 2017, Life Healthcare increased its stake in Max Healthcare to 49.7%.

The consideration

The total consideration for Life Healthcare's stake in Max Healthcare will be settled in cash.

The Company will initially utilise the net proceeds (less estimated costs and taxes) from the disposal to settle debt as well as to invest in growth opportunities in the Company's core markets.

Financial effects of the Transaction

Max Healthcare is equity accounted for in the published unaudited interim Group results. The investment's book value as at 31 March 2018 amounted to R2.893 billion (30 September 2017: R2.960 billion). The net loss after tax for the period ended 31 March 2018 was R67 million (30 September 2017: R27 million).

3. CONDITIONS

The implementation of the Transaction is subject to the fulfillment of the following:

- the negotiation and entry into a mutually agreed share purchase agreement to be approved by the Boards of the Company and the Purchaser;
- the satisfaction of the conditions to be set out in the share purchase agreement including necessary regulatory and other approvals required in India being obtained;
- the waiver by Max India of its pre-emptive rights under the existing shareholders' agreement; and
- finalisation of Warranty & Indemnity Insurance on terms acceptable to the Purchaser.

4. WITHDRAWAL OF CAUTIONARY ANNOUNCEMENT

Given that the material terms of the Transaction are contained in this announcement; caution is no longer required to be exercised by shareholders when dealing in their Life Healthcare shares.

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19 September 2018

Sponsor

RAND MERCHANT BANK (A division of FirstRand Bank Limited)



FAZILA PATEL (GROUP COMPANY SECRETARY)