

ARTEMIS MEDICARE SERVICES LIMITED

Regd. Office: Plot No. 14, Sector-20, Dwarka, New Delhi-110075
CIN: U85110DL2004PLC126414 **Email:** info@artemishospitals.com
Website: www.artemishospitals.com

NOTICE

Notice is hereby given that the 14th Annual General Meeting of the members of **Artemis Medicare Services Limited** will be held as under:

DAY	:	Friday
DATE	:	3rd August, 2018
TIME	:	11:00 A.M.
PLACE	:	Plot No. 14, Sector-20, Dwarka, New Delhi-110075

to transact the following businesses:

ORDINARY BUSINESS:

1. To consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2018, the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Ms. Shalini Kanwar Chand (DIN: 00015511), who retires by rotation, and being eligible, offers herself for re-appointment.
3. To ratify(the appointment)/appoint the Statutory Auditors of the Company and to fix their remuneration and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder, (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the resolution passed by Members at the 10th Annual General Meeting (AGM) held on September 12, 2014 appointing M/s S.P. Puri & Co., Chartered Accountants, New Delhi (FRN:001152N) (subsequently changed to M/s SCV & Co., Chartered Accountants, New Delhi (FRN:000235N) and now presently known as M/s SCV & Co. LLP, Chartered Accountants, New Delhi, (FRN:000235N/N500089)) as Statutory Auditors of the Company to hold office until the conclusion of the 15th AGM, the Company hereby ratifies and confirms the appointment of M/s. SCV & Co. LLP, Chartered Accountants (FRN:000235N/N500089) as Statutory Auditors of the Company for the financial year 2017-2018.



Artemis Hospital (A unit of Artemis Medicare Services Ltd.)

Sector 51, Gurugram - 122001, Haryana, India. Ph.: +91-124-4511 111 | Fax: +91-124-4588 899

Emergency & Trauma: +91-124-4588 888

Registered Office: Plot No. 14, Sector 20, Dwarka, New Delhi - 110075 | Corporate Office: Artemis Hospital, Sector 51, Gurugram - 122001, Haryana, India

CIN: U85110DL2004PLC126414 | GST: 06AAFA0130M1Z1(HR), 07AAFA0130M1ZZ(DEL) | TAN: DELA16048E | PAN: AAFA0130M | Email: info@artemishospitals.com



RESOLVED FURTHER THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Audit and Auditors) Rules, 2014 (including any Statutory modification(s) and/or re-enactment(s) thereof, for the time being in force) and pursuant to the resolution passed by Members at the 10th Annual General Meeting (AGM) held on September 12, 2014, M/s. SCV & Co., LLP, Chartered Accountants, New Delhi (FRN:000235N/N500089), be and is hereby appointed as Statutory Auditors of the Company for a period of three consecutive years i.e, till the conclusion of 17th Annual General Meeting of the Company and that the Board of Directors/Committee of the Board be and are hereby authorized to fix their remuneration plus travelling and out of pocket expenses to be incurred by them in connection with statutory audit and/or continuous audit and also to fix such other remuneration, as may be decided to be paid by the Board/Committee of the Board, for performing duties assigned and permissible under the Companies Act, 2013 other than those referred to hereinabove.”

SPECIAL BUSINESS:

4. To ratify payment of remuneration to the Cost Auditor for the financial year 2018-19 and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the requirements of Section 148 and all other applicable provisions of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s Chandra Wadhwa & Co., Cost Accountants, New Delhi (FRN: 000239), the Cost Auditor re-appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year ending 31st March 2019, be paid the remuneration of Rs. 1,35,000/- (Rupees One Lac Thirty Five Thousand Only) plus reimbursement of out of pocket expenses.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By Order of the Board of Directors
For Artemis Medicare Services Limited



Navneet Goel
(Company Secretary)

Place: Gurugram
Date: 9th May, 2018

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.**

A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than 10 (ten) percent of the total share capital of the Company carrying voting rights. A member holding more than 10 (ten) percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is enclosed herewith.

2. Members/ Proxies should fill the Attendance Slip for attending the meeting and bring their Attendance Slip along with their copy of the annual report to the meeting.
3. Corporate members are requested to send a duly certified copy of the Board Resolution/authority letter, authorizing their representative(s) to attend and vote on their behalf at the meeting.
4. The relevant explanatory statement pursuant to section 102 of the Companies Act, 2013, in respect of the special businesses set out above is annexed hereto.
5. All documents referred to in the notice are open for inspection at the registered office of the Company between 11.00 am to 5.00 pm on any working day prior to the date of the meeting and will also be available at the meeting venue on the date of the meeting. The register of Director's and Key Managerial Personnel and their shareholding will be available for inspection at the meeting.
6. The Register of Contracts or Arrangements, in which Directors are interested, will be available for inspection by the members at the Annual General Meeting.
7. Members intending to require information about accounts to be explained at the meeting are requested to write to the Company at least 10 (ten) days in advance of the Annual General Meeting.
8. The route map of the venue for the Annual General Meeting is provided at the end of the Notice at page no. 9.
9. Details of Director Seeking Re-appointment at the Annual General Meeting

Particulars	Details
Name	Ms. Shalini Kanwar Chand
Date of Birth and Age	08.03.1968 and 50 years
Date of Appointment	04.08.2015

Qualifications	Ms. Shalini Kanwar Chand is experienced in Strategic Planning, New Business Developments, Marketing Strategy and Team building
Terms and Conditions of Reappointment	As per the resolution passed by the Board, Ms. Shalini Kanwar Chand was appointed as Non-Executive Director of the Company
Date of first appointment on the Board	24.01.2007
Remuneration last drawn	Sitting Fee Only
Number of meetings of the Board attended during the financial year	4(Four)
Relationship with other Directors/Key Managerial Personnel	Daughter of Mr. Onkar S Kanwar Sister of Mr. Neeraj Kanwar
Expertise in Specific Function areas	Experienced in Strategic Planning, New Business Developments, Marketing Strategy and Team building
Numbers of Shares held in the Company	NIL
Directorships held in other public Companies (excluding foreign Companies and Section 8 Companies)	Artemis Health sciences Limited
Memberships/Chairmanships of Committees of other Companies	Holds Directorship in Artemis Health Sciences Limited

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 4

The Board in its Meeting held on 9th May, 2018, on the recommendation of the Audit Committee, has re-appointed M/s Chandra Wadhwa & Co., Cost Accountants, New Delhi (FRN: 000239), the Cost Auditors for carrying out Cost Audit of the Company for the financial year 2018-19 on remuneration of Rs 1,35,000/- (Rupees One Lac Thirty Five Thousand Only) plus reimbursement of out of pocket expenses.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the company.

Your Directors recommends the resolution as set out at Item No. 4 of the notice for your approval by way of an Ordinary Resolution.

None of the Directors and Key Managerial Personnel(s) of the Company or their relatives, are concerned or interested whether financially or otherwise in the resolution.

**By Order of the Board of Directors
For Artemis Medicare Services Limited**



**Navneet Goel
(Company Secretary)**

**Place: Gurugram
Date: 9th May, 2018**

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Form No. MGT-11

Proxy form

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

CIN:	U85110DL2004PLC126414
Name of the Company:	Artemis Medicare Services Limited
Registered office:	Plot No. 14, Sector-20, Dwarka, New Delhi-110075

Name of the Member (s):	
Registered Address:	
E-mail ID:	
Folio No/ Client Id:	
DP ID:	

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

1.

Name:

Address:

E-mail Id:

Signature:

Or failing him

2.

Name:

Address:

E-mail Id:

Signature:

Or failing him

3.

Name:

Address:

E-mail Id:

Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 14th Annual General Meeting of the company, to be held on the **3rd August, 2018 at 11:00 A.M.** at Plot No. 14, Sector-20, Dwarka, New Delhi 110075 and at any adjournment thereof in respect of such resolutions as are indicated below:

	Resolution No.	Optional	
		For	Against
	ORDINARY BUSINESS		
1.	To consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2018, the reports of the Board of Directors and Auditors thereon.		
2.	To appoint a Director in place of Ms. Shalini Kanwar Chand (DIN: 00015511), who retires by rotation, and being eligible, offers herself for re-appointment.		
3.	To ratify(the appointment)/appoint the Statutory Auditors of the Company and to fix their remuneration.		
	SPECIAL BUSINESS		
4.	To ratify payment of remuneration to the Cost Auditor for the financial year 2018-19.		

Signed this..... day of..... 20....

AFFIX
REVENUE
STAMP

Signature of shareholder

Signature of Proxy holder(s).....

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the Resolutions, Explanatory Statements and Notes, please refer to the Notice of the 14th Annual General Meeting of the Company

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ATTENDANCE SLIP
(To be presented at the entrance)

2018

I hereby record my/our presence at the 14th Annual General Meeting of the Company held at the Registered Office of the Company at Plot No. 14, Sector-20, Dwarka, New Delhi-110075 on **3rd August, 2018** at **11:00 A.M.**

.....
Members Folio/DP ID-Client ID No. Member's/ Proxy Name Member's/Proxy Signature

1. Only Member/Proxyholder can attend the meeting.
2. Member/Proxyholder should bring his/her copy of the Annual Report to reference of the Meeting.

ROUTE MAP TO REACH AT THE AGM VENUE

