

**NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the **15<sup>th</sup> Annual General Meeting** of the members of **Artemis Medicare Services Limited** will be held as under:

<b>DAY</b>	:	<b>Monday</b>
<b>DATE</b>	:	<b>26<sup>th</sup> August 2019</b>
<b>TIME</b>	:	<b>11:00 A.M.</b>
<b>PLACE</b>	:	<b>Plot No. 14, Sector-20, Dwarka, New Delhi-110 075</b>

to transact the following businesses:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2019 and the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Dr. Nirmal Kumar Ganguly (DIN: 02316154), who retires by rotation, and being eligible, offers herself for re-appointment.

**SPECIAL BUSINESS:**

3. **Ratification of remuneration payable to M/s Chandra Wadhwa & Co., Cost Accountants, appointed as Cost Auditor of the Company for FY 2019-20.**

To consider and if thought fit, to pass the following resolution with or without modification/s, as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force, the members of the Company hereby ratifies the remuneration of Rs. 1,35,000/- (Rupees One Lac Thirty-Five Thousand Only) plus applicable taxes besides reimbursement of out of pocket expenses that may be incurred in connection with the audit, to be paid to M/s Chandra Wadhwa & Co., Cost Accountants (Firm Registration Number 000239), re-appointed as a Cost Auditors of the Company by the Board of Directors to conduct the audit of the cost records of the Company for the Financial Year ending March 31, 2020.”

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.”

#### 4. Amendment of Article of Association

To consider and if thought fit, to pass the following resolution with or without modification/s, as **Special Resolution**:

“RESOLVED THAT in partial modification of the earlier resolution passed by the members at the 12<sup>th</sup> Annual General Meeting of the Company held on August 06, 2016 and pursuant to provisions of Section 14 and any other applicable provisions of the Companies Act, 2013 read with Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for time being in force) the consent of members of the Company be and is hereby accorded to alter the Articles of Association of the Company (herein after referred as “AOA”) by inserting Article 47A under the head “Transfer of Shares” and Article 147(d) under the head “Dividends and Reserve” of the AOA of the Company, which are reproduced below:

Article 47A :

*Provided that the registration of a transfer shall not be refused on the grounds of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever.*

Article 147(c):

*All unclaimed dividend along with interest accrued shall not be forfeited but shall be credited to a special bank account as per Section 124 of the Act, and after a period of seven (7) years transferred to Investor Education and Protection Fund established by the Central Government in terms of Section 125 of the Act.*

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

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

**Place: Gurugram**

**Date: August 1, 2019**

sd/-  
**Rakesh Kumar Kaushik**  
**(Company Secretary)**  
**Mem. No. F9929**  
**Address: Artemis hospitals,**  
**Sector – 51, Gurgaon - 122001**

**NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY.**

A member holding more than 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.

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. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company (i.e. 9.00 AM till 6.00 PM), provided that not less than three days of notice in writing is given to the Company.
4. 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.
5. 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.
6. All documents referred to in the notice are open for inspection at the Registered Office of the Company between 9.00 am to 6.00 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.
7. Members may also note that the Notice of the 15<sup>th</sup> Annual General Meeting also available on the Company's website [www.artemishospitals.com](http://www.artemishospitals.com) for their download.
8. 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.
9. The route map of the venue for the Annual General Meeting is provided at the end of the Notice at page no. 9.
10. Details of Director Seeking Re-appointment at the Annual General Meeting

Particulars	Details
Name	Dr. Nirmal Kumar Ganguly
Date of Birth and Age	11/11/1941 and 77 years

Date of Appointment	04.08.2015
Qualifications	Dr. Nirmal Kumar Ganguly qualified as MBBS, MD(Microbiology), DSc (HC)
Terms and Conditions of Reappointment	As per the resolution passed by the Board, Dr. Nirmal Kumar Ganguly was appointed as Non-Executive Director of the Company
Date of first appointment on the Board	10.02.2014
Remuneration last drawn	Sitting Fee Only
Number of meetings of the Board attended during the financial year	3(Three)
Relationship with other Directors/Key Managerial Personnel	Nil
Expertise in Specific Function areas	His expertise is Infectious Diseases
Numbers of Shares held in the Company	NIL
Directorships held in other public Companies (excluding foreign Companies and Section 8 Companies)	Gennova Biopharmaceuticals Limited International Biotech Park Limited
Memberships/Chairmanships of Committees of other Companies	NIL

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

**Item No. 3**

The members may please note that, in terms of Section 148 of the Companies Act, 2013 (“the Act”) and the Companies (Audit and Auditors) Rules, 2014 (“the Rules”), based on the recommendation of the Audit Committee at its meeting held on 26<sup>th</sup> April 2019, the Board of Directors of the Company had approved the appointment of M/s Chandra Wadhwa & Co., Cost Accountants as the Cost Auditor of the Company for the financial year 2019-20 at a remuneration of Rs 1,35,000/- (Rupees One Lac Thirty-Five Thousand Only) per annum plus applicable taxes and out of pocket expenses that may be incurred in connection with the audit.

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. 3 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.

**Item No. 4**

The Articles of Association (“AoA”) of the Company which are presently in force was adopted by the Shareholders in the Annual General Meeting held on 05<sup>th</sup> August 2016 to bring them in line with the requirements of new Companies Act, 2013. The existing AOA are in line with the erstwhile Companies Act, 2013 and which are required to be brought in conformity with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR”), subject to approval of Shareholders in their ensuing General Meeting and passing of Composite Scheme of Amalgamation (CAS) by Hon’ble National Company Law Tribunal (NCLT).

On passing of the order by NCLT approving the CAS, the shares of the Company shall get listed on National Stock Exchange and Bombay Stock Exchange and thereby the provisions of LODR shall be applicable on the Company. Hence, in terms of Section 14 of the Companies Act, 2013, AOA of the Company require alteration / addition.

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.

**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-110 075

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

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 15<sup>th</sup> Annual General Meeting of the company, to be held on the **26<sup>th</sup> August, 2019** at **11:00 A.M.** at Plot No. 14, Sector-20, Dwarka, New Delhi-110 075 and at any adjournment thereof in respect of such resolutions as are indicated below:

	Resolution No.	Optional	
		For	Against
	<b>ORDINARY BUSINESS</b>		
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 Dr. Nirmal Kumar Ganguly (DIN: 02316154), who retires by rotation, and being eligible, offers himself for re-appointment.		
	<b>SPECIAL BUSINESS</b>		
3.	To ratify payment of remuneration to the Cost Auditor for the		



	financial year 2019-20.		
4	Amendment of Article of Association		

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.

**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

**ATTENDANCE SLIP**

**Fifteenth Annual General Meeting of Artemis Medicare Services Limited**

<b>DP Id</b>	<b>Client Id</b>
<b>Regd. Folio No.*</b>	<b>No. of Shares</b>

S. No.	Name in Full	Father's/ Name	Husband	Address as Regd. With the Company

I/we hereby record my/our presence at the 15<sup>th</sup> Annual General Meeting of the Company held at the Registered Office of the Company at Plot No. 14, Sector-20, Dwarka, New Delhi-110 075 on **26<sup>th</sup> August, 2019 at 11:00 A.M.**

\_\_\_\_\_  
**Member's/ Proxy Signature\*\***

*\*Applicable for investors holding shares in physical form\**

*\*Please strike out whichever is not applicable*

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**

