

## ARTEMIS MEDICARE SERVICES LIMITED

CIN: L85110DL2004PLC126414

Registered Office: Plot No. 14, Sector- 20, Dwarka, Delhi-110 075

Corporate Office: Artemis Hospital, Sector-51, Gurugram, Haryana-122 001

Tel.: +91-124-4511 111; Email: investor@artemishospitals.com

Website: www.artemishospitals.com

### NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 20<sup>th</sup> Annual General Meeting ("AGM") of the Members of **ARTEMIS MEDICARE SERVICES LIMITED** ("the Company") will be held on Wednesday, July 24, 2024, at 4:30 P.M. (IST) through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") for which purpose the Registered Office of the Company situated at Plot No. 14, Sector-20, Dwarka, Delhi – 110 075 shall be deemed to be the venue for the Meeting and the proceedings of AGM shall be deemed to be made thereat, to transact the following business:

#### ORDINARY BUSINESS:

1. To consider and adopt:
  - a. the audited financial statement of the Company for the financial year ended March 31, 2024, the reports of the Board of Directors and Auditors thereon; and
  - b. the audited consolidated financial statement of the Company for the financial year ended March 31, 2024 and report of Auditors thereon.
2. To declare the final dividend of ₹ 0.45 per equity share, for the financial year ended March 31, 2024.
3. 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.

#### SPECIAL BUSINESS:

#### **4. Ratification of payment of remuneration to Cost Auditor for the financial year 2024-25**

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], the Cost Auditor, M/s. Chandra Wadhwa & Co., Cost Accountants, appointed by the Board of Directors of the Company for carrying out Cost Audit of the Company for the financial year 2024-25 be paid a remuneration of ₹ 2,00,000/- (Rupees Two Lakhs only) per annum exclusive of applicable taxes and reimbursement of out of pocket expenses, if any.

**RESOLVED FURTHER THAT** the Board or any committee thereof, be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

#### **5. Approval for payment of consultancy fees to Dr. Nirmal Kumar Ganguly (DIN: 02316154), Non-Executive Director of the Company**

To consider and if thought fit, to pass the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to applicable provisions of the Companies Act, 2013 read with rules made thereunder and Regulation 17 and other applicable Regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force] and on the recommendation of the Nomination and Remuneration Committee, Audit Committee and Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded for payment of consultancy fees to Dr. Nirmal Kumar Ganguly (DIN: 02316154), Non-Executive Director of the Company, for an amount upto ₹ 25 Lakhs (Rupees Twenty Five Lakhs only) for the financial year 2024-25, being in excess of fifty percent of the total annual remuneration payable to all Non-Executive Directors of the Company.

**RESOLVED FURTHER THAT** the Board or any Committee thereof, be and is hereby authorized to do all such acts, deeds, matters and things, as may be required to give effect to this resolution and to do all things incidental and ancillary thereto."

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

**Poonam Makkar**

Company Secretary

FCS No.: 7919

Place : Gurugram

Date : May 10, 2024

#### **NOTES:**

1. Pursuant to the Ministry of Corporate Affairs Circular nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020 and the subsequent circulars issued in this regard, the latest being Circular no. 09/2023 dated September 25, 2023 and other relevant circulars issued from time to time ("MCA Circulars"), the Company is convening this Annual General Meeting ("AGM") through Video Conferencing ("VC")/ other audio visual means ("OAVM") without physical presence of the Members at a common venue. Hence, Members can attend and participate in the AGM through VC/OAVM. The venue of the AGM shall be deemed to be the Registered Office of the Company.

2. Pursuant to the MCA Circulars, the SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 and SEBI Circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 (“SEBI Circulars”), the facility to appoint proxy to attend and cast vote for the Members is not available for this AGM. However, in pursuance of Sections 112 and 113 of the Companies Act, 2013 (“the Act”), Members are entitled to appoint authorized representatives to vote through remote e-voting and/or attend the AGM through VC/ OAVM and participate and cast their vote through e-voting during the AGM.
3. AGM shall be convened through VC/OAVM in compliance with applicable provisions of the Act read with MCA Circulars.
4. Since the AGM will be held through VC/OAVM, the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
5. In compliance with MCA Circulars and SEBI Circulars, the Financial Statements for the Financial Year (“FY”) 2023-24 including Board’s Report, Auditor’s Reports and other documents required to be attached therewith (together referred to as Annual Report for FY 2023-24) and Notice of AGM are being sent in electronic mode to those Members whose e-mail address is registered with the Company, its Registrar and Transfer Agent (RTA) or the Depository Participant(s) and to all other persons so entitled.
6. The Notice calling the AGM and Annual Report for FY 2023-24 have been uploaded on the website of the Company at [www.artemishospitals.com/investors](http://www.artemishospitals.com/investors). The same can also be accessed from the websites of the Stock Exchanges i.e., BSE Limited ([www.bseindia.com](http://www.bseindia.com)) and National Stock Exchange of India Limited ([www.nseindia.com](http://www.nseindia.com)), and the AGM Notice is also available on the website of NSDL (agency for providing the e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
7. Institutional/Corporate Members (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPEG Format) of its board resolution or governing body resolution/ authorization etc., authorizing its representative to attend, vote during the meeting through VC/OAVM on its behalf or to vote through remote e-voting. The said resolution / authorization shall be sent to the Company at [investor@artemishospitals.com](mailto:investor@artemishospitals.com) and/or to its RTA at [rta@alankit.com](mailto:rta@alankit.com).
8. The Members can join the AGM through VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/ OAVM will be made available for 1,000 Members on first come first served basis. However, this number does not include the large Shareholders (i.e. Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairman of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
9. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
10. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (“SEBI Listing Regulations”) and the MCA Circulars, the Company is providing facility of e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an arrangement with National Securities Depository Limited (“NSDL”) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a Member using remote e-voting system as well as e-voting during the AGM will be provided by NSDL.
11. The relevant explanatory statement pursuant to Section 102 of the Act, in respect of the special business set out above in the Notice is annexed hereto.
12. Information required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings, in respect of the Director seeking re-appointment and payment of consultancy fees, forms integral part of the Notice and is provided at the end of the Notice. The Director seeking re-appointment has furnished the requisite declarations for her re-appointment and brief profile forms part of the explanatory statement.
13. All documents referred to in the Notice are available for inspection at the Registered Office and Corporate Office of the Company during normal business hours on all working days of the Company (except Saturdays and Sundays) and are also made available for inspection through secured mode by writing to the Company at its e-mail ID [investor@artemishospitals.com](mailto:investor@artemishospitals.com) till the date of the AGM in accordance with applicable laws.
14. During the AGM, the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or arrangements in which Directors are interested maintained under Section 189 of the Act and Certificate from Secretarial Auditor of the Company certifying that the ESOP Plan of the Company is being implemented in accordance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 shall be available for inspection upon login at NSDL e-Voting system at <https://www.evoting.nsdl.com>.
15. The dividend of ₹ 0.45 per Equity Share of face value of ₹ 1/- each (i.e. 45%) for FY 2023-24, as recommended by the Board of Directors, if declared at the AGM, will be paid/despached within 30 days from the date of declaration to the Members or their mandates:
  - a) Whose names appear as Beneficial Owners as at the end of the business hours on Friday, July 5, 2024 in the list of Beneficial Owners to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form;
  - b) Whose names appear as Members in the Register of Members of the Company as at the end of the business hours on Friday, July 5, 2024 in respect of the shares held in physical form.

Pursuant to circulars issued by SEBI from time to time, Members holding shares in physical form are requested to note that if folio(s) are not updated with PAN, choice of nomination, contact details including mobile number, bank account details and specimen signature then any payment of dividend in respect of such folio(s), will be effected only through electronic mode with effect from April 1, 2024, upon furnishing of all the aforesaid details in entirety to Company's RTA.

Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its RTA cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members.

16. Pursuant to Finance Act, 2020, dividend income will be taxable in the hands of Members w.e.f. April 1, 2020, and the Company is required to deduct tax at source at the time of making payment of dividend at the prescribed rates. For the prescribed rates for various categories, the Members are requested to refer to the Finance Act, 2020 and amendments thereof. In order to enable the Company to determine the appropriate TDS rate, as applicable, Members are requested to submit required documents in accordance with the applicable provisions through an e-mail to RTA of the Company, at [rta@alankit.com](mailto:rta@alankit.com) by July 10, 2024. No communication on the tax determination / deduction shall be entertained thereafter.
17. The Members who have not received/claimed the dividend for FY 2022-23 are requested to correspond with the RTA as mentioned above, or with the Company Secretary at [investor@artemishospitals.com](mailto:investor@artemishospitals.com). Members are requested to note that dividends that are not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will, as per Section 124 of the Act, be transferred to the Investor Education and Protection Fund (IEPF). Shares on which dividend remains unclaimed for seven consecutive years will also be transferred to the IEPF as per Section 124 of the Act and the applicable rules. In view of this, members/claimants are requested to claim their dividends from the Company, within the stipulated timeline.
18. Members are requested to update/register their KYC details including changes, if any, pertaining to their name, postal address, e-mail address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank account details (name of the bank, branch details, bank account number, MICR code and IFSC code, etc.) as follows:
  - a. For shares held in electronic form: with their Depository Participants.
  - b. For shares held in physical form: with the RTA in Form ISR-1 and other relevant forms pursuant to circulars issued by SEBI from time to time latest being SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024.
19. The SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to submit their PAN details to the Company/RTA.
20. The trading in equity shares of the Company can now only be done in demat form. In case you do not hold shares in demat form, you may do so by opening an account with a Depository Participant and complete dematerialisation formalities.
21. In accordance with Regulation 40 of SEBI Listing Regulations, all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.
 

Further, Members may please note that SEBI has also mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. issue of duplicate securities certificate; claim from unclaimed suspense account; exchange of securities certificate; sub-division of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the website of the Company at <https://www.artemishospitals.com/BackEndImages/downloads/Investorsdata/form-isr-4.pdf>, to the Company's RTA i.e., Alankit Assignments Limited. It may be noted that any service request can be processed only after the folio is KYC Compliant.
22. SEBI has introduced a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market.
 

Post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal "SMART ODR" which can be accessed at <https://smartodr.in/login>.
23. As per the provisions of Regulation 39 (4) read with Schedule VI of SEBI Listing Regulations, the unclaimed/ undelivered shares lying in possession of the Company had been dematerialised and transferred into an "Unclaimed Suspense Account". Members who have not yet claimed their shares are requested to immediately approach the Company by forwarding a request letter duly signed by the Member furnishing the necessary details to enable the Company to take necessary action.

24. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or staying abroad or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for a long period. The statement of holdings should be obtained from the concerned Depository Participants and holdings should be verified periodically.
25. As per the provisions of Section 72 of the Act and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, as amended, Members holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's RTA. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be. In respect of shares held in

dematerialized form, the nomination form may be filed with the respective Depository Participant.

**26. THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING AND JOINING ANNUAL GENERAL MEETING ARE AS UNDER:**

- I. The remote e-Voting period begins on Sunday, July 21, 2024 at 09:00 A.M. (IST) and ends on Tuesday, July 23, 2024 at 05:00 P.M (IST). The remote e-Voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e. Wednesday, July 17, 2024 may cast their vote electronically. The voting right of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date i.e. Wednesday, July 17, 2024.

**How do I vote electronically using NSDL e-Voting system?**

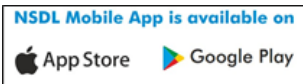


The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

**A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a 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 the Company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com">https://www.evoting.nsd.com</a> either on a Personal Computer or on a 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 Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>



Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL**

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 a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?
  - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

- After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- Now, you will have to click on "Login" button.
- After you click on the "Login" button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system**

**How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

- After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
- Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
- Now you are ready for e-Voting as the Voting page opens.
- Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

- Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail at [deepak.kukreja@dmkassociates.in](mailto:deepak.kukreja@dmkassociates.in) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders

(i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on **“Upload Board Resolution / Authority Letter”** displayed under **“e-Voting”** tab in their login.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
- In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL, Trade World, A Wing, 4<sup>th</sup> Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai-400013 at the designated e-mail id [evoting@nsdl.com](mailto:evoting@nsdl.com).

**Process for those shareholders whose email ids are not registered with the depositories/RTA/Company for procuring User ID and Password and registration of e mail ids for e-Voting for the resolutions set out in this Notice:**

- In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) by email to [investor@artemishospitals.com](mailto:investor@artemishospitals.com).
- In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAAR (self attested scanned copy of Aadhaar Card) to [investor@artemishospitals.com](mailto:investor@artemishospitals.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
- Alternatively, Shareholder/Members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-Voting by providing above mentioned documents.
- In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:**

- The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-Voting.
- Only those Members/ Shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
- Members who have voted through remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for remote e-Voting.
- In case of joint holders attending the meeting, only such joint holder who is higher in the order of names, will be entitled to vote at the Meeting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

- Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM link” placed under **“Join meeting”** menu against company name. You are requested to click on VC/ OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the Notice to avoid last minute rush.
- Members are encouraged to join the Meeting through Laptops for better experience.
- Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
- Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name, demat account number/folio number, email id, mobile number at [investor@artemishospitals.com](mailto:investor@artemishospitals.com). The same will be replied by the Company suitably.

**FOR HELP IN CONNECTION WITH VOTING BY ELECTRONIC MEANS OR FOR PARTICIPATING IN THE AGM THROUGH VC/OAVM:**

In case of any grievance connected with the facility for voting by electronic means, Members can directly contact Ms. Pallavi Mhatre, Senior Manager, NSDL, 4<sup>th</sup> Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400013, email id: [evoting@nsdl.com](mailto:evoting@nsdl.com), call on.: 022 - 4886 7000. Members may also write to the Company Secretary at the email id: [investor@artemishospitals.com](mailto:investor@artemishospitals.com).

**PROCEDURE FOR REGISTRATION OF E-MAIL ADDRESS OF MEMBERS AND GETTING COPY OF NOTICE OF AGM AND ANNUAL REPORT FOR FY 2023-24**

Members, who are holding shares in physical/electronic form and their e-mail addresses are not registered with the Company/ their respective Depository Participants, are requested to register their e-mail addresses at the earliest by sending scanned copy of a duly signed letter by the Member(s) mentioning their name, complete address, DP ID-Client ID/folio number, number of shares held with the Company along with self-attested scanned copy of the PAN Card and self-attested scanned copy of any one of the following documents viz., Aadhaar Card, Driving Licence, Election Card, Passport, Utility Bill or any other Govt. document in support of the address proof of the Member as registered with the Company for receiving the Annual Report for FY 2023-24 along with AGM Notice by email to [investor@artemishospitals.com](mailto:investor@artemishospitals.com).

Please note that the updation/registration of e-mail addresses on the basis of the above scanned documents will be only for the purpose of sending the Notice of 20<sup>th</sup> AGM and Annual Report for FY 2023-24 and thereafter shall be disabled immediately after the AGM. The Member(s) will therefore be required to send the e-mail ID updation request along with hard copies of the aforesaid documents to Company's RTA for actual registration in the records to receive all the future communications including Annual Reports, Notices, Circulars, etc. from the Company electronically.

**PROCEDURE TO RAISE QUESTIONS/SEEK CLARIFICATIONS WITH RESPECT TO ANNUAL REPORT**

1. As the AGM is being conducted through VC/OAVM, Members are encouraged to express their views/ send their queries in advance mentioning their Name, DP Id and Client Id/Folio No., e-mail id, mobile number at [investor@artemishospitals.com](mailto:investor@artemishospitals.com) to enable smooth conduct of proceedings at the AGM. Questions/Queries received by the Company on or before Wednesday, July 17, 2024 on the aforementioned e-mail id shall only be considered and responded to during the AGM.
2. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their Name, DP ID and Client ID/ Folio Number, PAN, Mobile Number at [investor@artemishospitals.com](mailto:investor@artemishospitals.com) on or before Wednesday, July 17, 2024. Those Members who have registered themselves as a Speaker will only be allowed to express their views/ask questions during the AGM.
3. The Company reserves the right to restrict the number of questions and number of speakers, depending on the availability of time for the AGM.
  - II. The remote e-Voting period commences on Sunday, July 21, 2024 at 09:00 A.M. (IST) and ends on Tuesday, July 23, 2024 at 05:00 P.M. (IST). During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., Wednesday, July 17, 2024, may cast their vote electronically. The e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
  - III. The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date i.e., Wednesday, July 17, 2024, which will only be considered to avail the facility of e-Voting.
  - IV. The Board of Directors of the Company has appointed Mr. Deepak Kukreja (holding Certificate of Practice No. 8265), Partner, DMK Associates, Practising Company Secretaries ("DMK"), as the Scrutinizer and in case of failing him, Ms. Monika Kohli (holding Certificate of Practice No. 4936), Partner, DMK, as an alternate Scrutinizer to scrutinize the e-Voting process in a fair and transparent manner.
  - V. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-Voting and e-Voting system at the AGM, in the presence of at least two witnesses not in the employment of the Company and make, not later than 2 (Two) working days of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any and submit to the Chairman or a person authorised by him in writing who shall counter sign the same.
  - VI. The Results shall be declared by the Chairman or the person authorised by him in writing not later than 2 (Two) working days of conclusion of the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website ([www.artemishospitals.com](http://www.artemishospitals.com)) and on the website of NSDL ([www.evoting.nsdl.com](http://www.evoting.nsdl.com)) and forward the same to the stock exchanges immediately after the result is declared by the Chairman.



VII. Any person, who acquires shares of the Company and becomes Member of the Company after sending of the notice and holding shares as on the cut-off date i.e. Wednesday, July 17, 2024, may obtain the login ID and password by sending a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) or to the Company at [investor@artemishospitals.com](mailto:investor@artemishospitals.com). However, if he/she is already registered with NSDL for e-Voting then he/ she can use his/her existing User ID and Password for casting the vote. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as on the cut-off date may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".

VIII. In case of any grievance connected with the facility for voting by electronic means, Members can directly contact Ms. Pallavi Mhatre, Senior Manager, NSDL, 4<sup>th</sup> Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013. Email ID: [evoting@nsdl.com](mailto:evoting@nsdl.com), Toll free no.: 1800 1020 990 and 1800 22 44 30. Members may also write to the Company Secretary at the email ID: [investor@artemishospitals.com](mailto:investor@artemishospitals.com).

#### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

##### **ITEM NO. 4**

The Board of Directors in its meeting held on May 10, 2024, on the recommendation of the Audit Committee, has re-appointed M/s. Chandra Wadhwa & Co., Cost Accountants, as the Cost Auditor for carrying out audit of the cost records of the Company for the financial year 2024-25 at a remuneration of ₹ 2,00,000/- (Rupees Two Lakhs only) per annum exclusive of applicable taxes and reimbursement of out of pocket expenses, if any.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration of the Cost Auditor as recommended by the Audit Committee has been considered and approved by the Board of Directors and is required to be ratified by the Members.

Accordingly, the consent of the Members is being sought by way of an Ordinary Resolution as set out at Item No. 4 of the Notice for ratification of the remuneration payable to the Cost Auditor for the financial year 2024-25.

The Board of Directors recommends the resolution set out at Item No. 4 of the Notice for consideration and ratification by the Members by way of an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives, is concerned or interested (financial or otherwise) in the resolution as set out at Item No. 4 of the Notice.

##### **ITEM NO. 5**

Pursuant to Regulation 17(6)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, ("SEBI Listing Regulations"), approval of the Members of the Company is required for payment of any fees or compensation to Non- Executive Directors and in terms of Regulation 17(6) (ca) and other applicable provisions, if any, of the SEBI Listing Regulations, approval of the Members by way of a Special Resolution is required every year, if the annual remuneration payable to a single Non-Executive Director in that year exceeds fifty percent of the total annual remuneration payable to all the Non-Executive Directors taken together.

The Members may also note that considering the valuable contributions made by Dr. Nirmal Kumar Ganguly (DIN: 02316154), Non-Executive Director of the Company, the Company has extended the engagement with Dr. Ganguly for Research (Clinical and Non-Clinical) and Education activities at Company's Hospital in Gurugram for a further period of one year i.e., for financial year 2024-25 at a Consultancy fees upto ₹ 25 Lakhs, which exceeds fifty percent of the total annual remuneration payable to all Non-Executive Directors.

The Nomination and Remuneration Committee and the Board of Directors of the Company have recommended the proposal for payment of said consultancy fees to Dr. Ganguly.

Accordingly, approval of the Members by way of a Special Resolution is being sought to the resolution as set out at Item No. 5 of the Notice.

The Board of Directors recommends the resolution set out at Item No. 5 of the Notice for consideration and approval by the Members by way of a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives, except Dr. Nirmal Kumar Ganguly himself and his relatives, is concerned or interested (financial or otherwise) in the resolution as set out at Item No. 5 of the Notice.

**DETAILS IN TERMS OF REGULATION 36 OF THE SEBI LISTING REGULATIONS & SECRETARIAL STANDARD-2 ON GENERAL MEETINGS**

<b>Name of the Directors</b>	<b>Ms. Shalini Kanwar Chand</b> (DIN: 00015511)	<b>Dr. Nirmal Kumar Ganguly</b> (DIN: 02316154)
<b>Age</b>	56 years	82 years
<b>Date of first Appointment on the Board</b>	January 24, 2007	February 10, 2014
<b>Qualifications</b>	Post Graduation from Swinburne University of Technology, Australia	MBBS, MD (Microbiology), DSc. (HC)
<b>Experience (Expertise in specific functional area)/ Brief Resume</b>	<p>Ms. Shalini Kanwar Chand is adept and experienced in working in the hospital &amp; healthcare industry.</p> <p>She is proficient and vastly accomplished in multifarious functions of running a Business Negotiation, Business Planning, Entrepreneurship, Strategic Planning Business Development and Team Building with more than 28 years of experience in the field.</p>	<p>A Doctor and distinguished Biotechnology Research Professor at the National Institute of Immunology, New Delhi and also the President of Jawaharlal Institute of Post Graduate Medical Education and Research, Pondicherry with more than 36 years of experience in the field.</p> <p>He was Director General of Indian Council of Medical Research (ICMR), Director of Post Graduate Institute of Medical Education &amp; Research (PGIMER), Chandigarh, Director of National Institute of Biologicals (NIB), President of National Academy of Medical Sciences and Indian Science Congress.</p> <p>Dr. Ganguly has also been associated as distinguished professor at Translational Health Science and Technology Institute (THSTI). He is a Fellow of Imperial College Faculty of Medicine, London; Royal College of Pathologists, London; Third World Academy of Sciences, Italy; Academy of Cardiovascular Sciences, Canada and Fellow of all science and medical academies in India.</p> <p>Dr. Ganguly has been awarded with Padmabhushan (third-highest civilian award in India) and has around 117 national and international accolades to his name. He has published around 800 research papers and has supervised 130 Ph.D thesis.</p>
<b>Directorships held in other companies (excluding foreign companies)</b>	Nil	<p>I. Sapien Biosciences Private Limited</p> <p>II. Pushpawati Singhania Hospital &amp; Research Institute</p> <p>III. International Biotech Park Limited</p>
<b>Directorships held in listed entities alongwith listed entities from which the person has resigned in the past three years</b>	Nil	Nil
<b>Number of Board Meetings attended during the year</b>	4 out of 4 during the financial year 2023-24	4 out of 4 during the financial year 2023-24
<b>Memberships/ Chairmanships of committees across all companies</b>	<p><b>Artemis Medicare Services Limited</b></p> <ul style="list-style-type: none"> <li>Nomination and Remuneration Committee – Member</li> <li>Corporate Social Responsibility Committee – Chairperson</li> <li>Stakeholders Relationship Committee – Member</li> </ul>	<p><b>Artemis Medicare Services Limited</b></p> <ul style="list-style-type: none"> <li>Corporate Social Responsibility Committee – Member</li> <li>Stakeholders Relationship Committee - Member</li> <li>Business Responsibility and Sustainability Committee – Member</li> <li>Risk Management Committee – Member</li> </ul>

<b>Name of the Directors</b>	<b>Ms. Shalini Kanwar Chand</b> (DIN: 00015511)	<b>Dr. Nirmal Kumar Ganguly</b> (DIN: 02316154)
<b>Key terms and conditions of appointment / re-appointment</b>	Non-Executive Director, liable to retire by rotation	As per the resolution set out at item no. 5 of the Notice convening this meeting read with explanatory statement thereto, it is proposed to approve payment of consultancy fees to Dr. Nirmal Kumar Ganguly.
<b>Remuneration sought to be paid</b>	Sitting Fees in accordance with the provisions of the Companies Act, 2013	As detailed in item no. 5 of the Notice
<b>Remuneration last drawn</b>	Sitting Fees of ₹ 4.80 Lakh for meetings of Board / Committees held during FY 2023-24	₹ 29.20 Lakh (includes both Consultancy and Sitting Fees)
<b>Shareholding in the Company including shareholding as beneficial owner</b>	Nil	Nil
<b>Relationships between directors, manager &amp; Key Managerial Personnel inter-se</b>	Mr. Onkar Kanwar, Chairman and Mr. Neeraj Kanwar, Non-Executive Director are related to her as father and brother, respectively.	Not Applicable

By Order of the Board  
For Artemis Medicare Services Limited

**Poonam Makkar**  
Company Secretary  
FCS No.: 7919

Place : Gurugram  
Date : May 10, 2024