

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

NOTICE is hereby given that the 21st Annual General Meeting ("AGM") of the Members of **ARTEMIS MEDICARE SERVICES LIMITED** ("the Company") will be held on Wednesday, July 30, 2025, at 3:00 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 standalone financial statement of the Company for the financial year ended March 31, 2025, 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, 2025 and report of Auditors thereon.
2. To declare the final dividend of Re. 0.45 per equity share for the financial year ended March 31, 2025.
3. To appoint a Director in place of Mr. Neeraj Kanwar (DIN: 00058951), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

4. Ratification of payment of remuneration to Cost Auditors for the financial year 2025-26

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 Auditors, 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 2025-26 be paid a remuneration of Rs. 2 lacs (Rupees Two Lacs only), exclusive of applicable taxes and reimbursement of out of pocket expenses.

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. Appointment of Mr. Sunam Sarkar (DIN: 00058859) as a Non-Executive Non-Independent Director

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

"RESOLVED THAT pursuant to the provisions of Sections 152, 161 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), the rules made thereunder and the applicable provisions 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), Mr. Sunam Sarkar (DIN: 00058859) who was appointed as an Additional Director of the Company with effect from May 12, 2025 and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Shareholder proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation.

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

6. Appointment of M/s. DMK Associates, Practicing Company Secretaries as Secretarial Auditors of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A 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 based on the recommendation of the Audit Committee and Board of Directors of the Company, M/s. DMK Associates, Practicing Company Secretaries (Firm Registration Number: P2006DE003100), be and are hereby appointed as Secretarial Auditors of the Company to conduct the Secretarial Audit for a term of 5 (five) consecutive years i.e. from FY 2025-26 to FY 2029-30, at such remuneration as may be determined by the Board of Directors of the Company on the recommendation of the Audit Committee.

RESOLVED FURTHER THAT the Board or any Committee thereof, be and is hereby authorized to do all such things, deeds, matters and acts, 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 12, 2025

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. 09/2024 dated September 19, 2024 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. Further, all resolutions in the meeting shall be passed through the facility of e-Voting/ electronic system.
 2. Pursuant to the MCA Circulars and proviso to sub-regulation (4) of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), 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 thereat and cast their vote through e-voting during the AGM.
 3. Since the AGM will be held through VC/ OAVM, the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
 4. AGM shall be convened through VC/ OAVM, in compliance with applicable provisions of the Act read with MCA Circulars.
 5. The Financial Statements for the Financial Year ("FY") 2024-25 including Board's Report, Auditor's Reports and other documents required to be attached therewith (together referred to as "Annual Report for FY 2024-25") 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) as on Friday, June 27, 2025 and to all other persons so entitled. The Company shall send a physical copy of the Annual Report to those Members who specifically request for the same at investor@artemishospitals.com mentioning their Folio No. / DP ID and Client ID.
 6. The Notice calling the AGM and Annual Report for FY 2024-25 have also been uploaded on the website of the Company at www.artemishospitals.com/investors. The same can also be accessed from the websites of the Stock Exchanges i.e., BSE Limited (www.bseindia.com) and National Stock Exchange of India Limited (www.nseindia.com), and the AGM Notice is also available on the website of National Securities Depository Limited ("NSDL") (agency for providing the e-Voting facility) i.e. <https://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 and/or to its RTA at rtat@alankit.com.
 8. The Members can join the AGM through VC/ OAVM 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, Chairperson of Stakeholders Relationship Committee and 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. The dividend of Re. 0.45 per Equity Share of face value of Re. 1/- each (i.e. 45%) for FY 2024-25, as recommended by the Board of Directors, if declared at the AGM, will be paid within 30 days from the date of declaration to the Members whose names appear in the Register of Members/ List of Beneficial Owners as on the record date i.e., July 11, 2025.
- 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, contact details (Postal Address with PIN and 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 demat accounts will be used by the Company for payment of dividend. The Company or its RTA can not 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.

11. As per the Income Tax Act, 1961 ("the IT Act"), as amended by the Finance Act, 2020, dividend income will be taxable in the hands of Shareholders w.e.f. April 1, 2020, and the Company is required to deduct tax at source ("TDS") 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 IT Act 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 rt@alankit.com by July 16, 2025. No communication on the tax determination/ deduction shall be entertained thereafter.

A communication providing information and detailed instructions with respect to tax on the dividend for FY 2024-25 will be sent separately to the Members whose email addresses are registered with the Company or its RTA/ DPs.

12. The Members who have not so far received/claimed the dividend for FY 2022-23 and/ or FY 2023-24 are requested to correspond with the RTA as mentioned above, or with the Company Secretary at 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 are also required to 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.
13. All documents, dematerialization requests and other communications in relation thereto should be addressed directly to the Company's RTA i.e., Alankit Assignments Limited, at the address mentioned below:

Alankit Assignments Limited

(Unit: Artemis Medicare Services Limited)
Alankit House, 4E/2, Jhandewalan Extension
New Delhi-110055
Contact No.: 011-42541234/23541234
Email: rt@alankit.com

14. 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.
15. 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.
16. Information required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings, in respect of the Directors seeking appointment/ re-appointment at the AGM, forms integral part of the Notice.
17. 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 till the date of the AGM in accordance with applicable laws.
18. 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 Auditors 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 will be available electronically for inspection without any fee by the Members upon login at NSDL e-Voting system at www.evoting.nsdl.com.
19. Mr. Deepak Kukreja (CP No. 8265), and Ms. Monika Kohli (CP No. 4936), Partners, DMK Associates, Practicing Company Secretaries, have been appointed as Scrutinizer and Alternate Scrutinizer, respectively, to scrutinize the e-Voting process in a fair and transparent manner.
20. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-Voting and e-Voting 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 authorized by him in writing who shall counter sign the same.

21. The Results shall be declared by the Chairman or the person authorized 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/investors) and on the website of NSDL (<https://www.evoting.nsdl.com/>) and forward the same to the stock exchanges immediately after the result is declared by the Chairman or the person authorized by him.
22. 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 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.
23. In accordance with Regulation 40 of the 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 to get inherent benefits of dematerialisation, Members holding shares of the Company in physical form are advised to dematerialise their shares. 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 any service requests viz. issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/ splitting 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. It may be noted that any service request can be processed only after the folio is KYC Compliant.

24. SEBI has established 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 2.0 platform, the investors can initiate dispute resolution through the ODR Portal "SMART ODR" which can be accessed at <https://smartodr.in/login>.

25. As per the provisions of Regulation 39(4) read with Schedule VI of the SEBI Listing Regulations, the unclaimed/ undelivered shares lying in possession of the Company are in dematerialised form and transferred into an "Unclaimed

Suspense Account" held by the Company. 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.

26. 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.
27. 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.

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

- I. 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 Regulations, as amended, 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 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.
- II. The remote e-Voting period begins on Sunday, July 27, 2025 at 09:00 A.M. (IST) and ends on Tuesday, July 29, 2025 at 05:00 P.M. (IST). During this period, the Members whose names appear in the Register of Members / List of Beneficial Owners as on the cut-off date i.e. Wednesday, July 23, 2025 may cast their vote electronically. The remote e-Voting module shall be disabled by NSDL for voting thereafter. 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 23, 2025, which will only be considered to avail the facility of e-Voting. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- III. 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 prior to AGM and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system during the AGM.

- IV. Members who have cast their vote by remote e-Voting prior to the AGM will be eligible to attend the AGM. However, they will not be entitled to cast their vote again.
- V. Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of the notice and holding shares as on the cut-off date i.e.

Wednesday, July 23, 2025, may obtain the login ID and password by sending a request at evoting@nsdl.com or to the Company at 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".

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"> For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8 Character DP ID, 8 Digit Client Id, PAN, Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on the Company name or e-Voting service provider i.e. NSDL 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. Existing IDEAS user can visit the e-Services website of NSDL viz. https://eservices.nsdl.com 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 e-Voting service provider i.e. NSDL 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 & voting during the meeting. If you are not registered for IDEAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDEAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 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. 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 e-Voting service provider i.e. NSDL 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. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">   </div> <div style="text-align: center;">   </div> </div> </div>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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 https://www.cdslindia.com/ and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 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 & 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. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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.
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 e-Voting service provider i.e. NSDL 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 evoting@nsdl.com 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 helpdesk.evoting@cdslindia.com 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 e-services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-services 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 <https://www.evoting.nsdl.com/>.

- Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

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

- 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 with a copy marked to 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 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 or call on 022 – 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL, 301, 3rd Floor, Naman Chambers, Plot No. C-32, G-Block, Bandra Kurla Complex, Bandra East, Mumbai-400051 at the designated e-mail id 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.
- 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. 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 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 prior to AGM 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 prior to AGM 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.

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, 301, 3rd Floor, Naman Chambers, Plot No. C-32, G-Block, Bandra Kurla Complex, Bandra East, Mumbai-400051, email id: evoting@nsdl.com, call on.: 022 - 4886 7000. Members may also write to the Company Secretary at the email id: investor@artemishospitals.com.

PROCEDURE FOR REGISTRATION OF E-MAIL ADDRESS OF MEMBERS AND GETTING COPY OF NOTICE OF AGM AND ANNUAL REPORT FOR FY 2024-25

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 2024-25 along with AGM Notice by email to 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 21st AGM and Annual Report for FY 2024-25 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., PAN, e-mail id, mobile number at investor@artemishospitals.com to enable smooth conduct of proceedings at the AGM. Questions/Queries received by the Company on or before Wednesday, July 23, 2025 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 on or before Wednesday, July 23, 2025. 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.

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

ITEM NO. 4

The Board of Directors at its meeting held on May 12, 2025, on the recommendation of the Audit Committee, has re-appointed M/s. Chandra Wadhwa & Co., Cost Accountants, as the Cost Auditors for carrying out audit of the cost records of the Company for the financial year 2025-26 at a remuneration of Rs. 2 lacs (Rupees Two Lacs only), exclusive of applicable taxes and reimbursement of out of pocket expenses.

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 Auditors 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 Auditors for the financial year 2025-26.

None of the Directors or Key Managerial Personnel of the Company or their relatives, is concerned or interested (financial or otherwise) in the resolution.

The Board of Directors recommends the Ordinary Resolution set out at item no. 4 for your consideration and ratification.

ITEM NO. 5

Based upon the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on May 12, 2025 had appointed Mr. Sunam Sarkar (DIN: 00058859) as an Additional Director Non-Executive Non-Independent with effect from May 12, 2025 and recommended his appointment as a Non-Executive Non-Independent Director, liable to retire by rotation, to the Members for their approval in terms of Section 152 of the Companies Act, 2013 ("the Act") read with rules made thereunder.

Mr. Sunam Sarkar (aged about 59 years) holds a Bachelor of Commerce (Honours) degree from St. Xavier's College, Calcutta University, a Diploma in International Management from INSEAD, France, and a Masters in Management from Lancaster University, UK. He began his career as a management trainee at Gelelec Limited. Subsequently, he joined Modi Xerox where he rose to become one of the youngest executives to head a business unit as General Manager. He has over 35 years of experience in the field of sales, marketing, business operations, finance and corporate strategy. Currently, He holds the position of Chief Business Officer at Apollo Tyres Holdings (Singapore) Pte Ltd. and also on the Board of Apollo Tyres Ltd. as a Non-Executive, Non-Independent Director.

He holds directorship in the following Companies:

S. No	Name of the Company	Designation
1.	Apollo Tyres Limited	Director
2.	Apollo Tyres (NL) B.V.	Director (Member of Management Board)
3.	Apollo Tyres Holdings (Singapore) Pte. Ltd.	Director
4.	JMD Global Pte. Ltd.	Independent Director
5.	Apollo Tyres (Europe) B.V.	Director (Member of Management Board)

He holds chairmanship/ membership of committees in the following Companies:

Name of the Company	Name of the Committee	Position
Apollo Tyres Limited	Stakeholders Relationship Committee	Member
	Risk Management Committee	Chairman
	Corporate Social Responsibility Committee	Member
	Business Responsibility and Sustainability Committee	Member

He has been appointed as a member of the Stakeholders Relationship Committee, the Business Responsibility and Sustainability Committee, and the Risk Management Committee of the Company, effective from May 13, 2025.

He has not resigned from any listed entity during the past three years.

He is not holding any shares in the Company either directly or in the form of beneficial interest for any other person.

He does not have inter-se relationship with any other Director and Key Managerial Personnel of the Company.

In terms of Section 160 of the Act, the Company has received a notice in writing from a Member proposing the candidature of Mr. Sunam Sarkar to be appointed as a Non-Executive Non-Independent Director, liable to retire by rotation, as per the provisions of the Act.

The Company has received from Mr. Sunam Sarkar:

- Consent to act as a Director in Form DIR-2, in terms of Section 152(5) of the Act and Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014;
- Intimation in Form DIR-8 in terms of the Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Sub-Section (1) and (2) of Section 164 of the Act; and
- An undertaking that he is not debarred from holding the office of Director pursuant to order of SEBI or any other authority.

As he was appointed to the Board with effect from May 12, 2025, he attended only that meeting and entitled for payment of sitting fees of Rs. 1 lac for attending the said meeting.

He shall be entitled to sitting fees for attending Board and Committee meetings, as determined by the Board from time to time.

Keeping in view the skills, knowledge and experience of Mr. Sunam Sarkar and his expertise in HR, IT, Sustainability, Business Operations and Strategic Planning, the Board considered that his appointment as a Director would be beneficial to the Company.

In terms of Section 152 and other applicable provisions of the Act and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), Mr. Sunam Sarkar is proposed to be appointed as a Non-Executive Non-Independent Director, liable to retire by rotation.

This Explanatory Statement may also be regarded as a disclosure under Regulation 36 of the SEBI Listing Regulations read with Secretarial Standard-2 (SS-2) on General Meetings, issued by the Institute of Company Secretaries of India.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Mr. Sunam Sarkar himself and his relatives, is concerned or interested (financial or otherwise) in the resolution.

The Board of Directors recommends the Ordinary Resolution set out at item no. 5 for your consideration and approval.

ITEM NO. 6

Pursuant to the provisions of Section 204 of the Companies Act, 2013 ("the Act") read with rules made thereunder and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, the Company is required to undertake Secretarial Audit by a Company Secretary in Practice or a firm of Company Secretary(ies) in practice who shall be a Peer Reviewed Company Secretary. As per Regulations 24A of the SEBI Listing Regulations, a Secretarial Auditors shall be appointed with the approval of Members at their Annual General Meeting basis the recommendation of the Board of Directors.

In view of the above, based upon the recommendation of the Audit Committee, the Board of Directors of the Company at its meeting held on May 12, 2025, appointed M/s. DMK Associates, Practicing Company Secretaries (Firm Registration Number: P2006DE003100), a peer reviewed firm, as the Secretarial Auditors of the Company to undertake the Secretarial Audit for a term of 5 (Five) consecutive years i.e. from FY 2025-26 to FY 2029-30, subject to approval of the Members.

The remuneration of Rs. 3 lacs (Rupees Three lacs only), exclusive of applicable taxes and reimbursement of travelling and out-of-pocket expenses is proposed to be paid to M/s. DMK Associates for carrying out the Secretarial Audit of the Company for the financial year 2025-26. The remuneration for the Secretarial Audit for the remaining period shall be determined by the Board in consultation with the Audit Committee, after mutual discussion with the Secretarial Auditors.

A consent letter and an eligibility certificate have been received from M/s. DMK Associates, consenting to act as the Secretarial Auditors of the Company and confirming their eligibility for appointment in accordance with the provisions of Section 204 of the Act read with rule made thereunder and Regulation 24A of the SEBI Listing Regulations.

M/s. DMK Associates, a peer reviewed firm of Practicing Company Secretaries, established and registered with the Institute of Company Secretaries of India in the year 2005 is one of the most reputed firms amongst professionals, several Companies including Listed Companies, multinationals and is best known for its client retention, high integrity, dedication, sincerity, quality of service and professionalism. The firm has been engaged in secretarial audits of various prominent companies and their expertise has earned the trust of industry leaders across sectors like FMCG, Manufacturing, Real estate, Power and Energy, Aggregators, Public utilities and so on.

The firm's client centric approach, with experienced professionals and proficient solutions to complex problems prides itself on superior client retention, integrity, dedication, and professionalism making them a trusted partner in navigating the complexities of corporate law.

In terms of Section 204 of the Act read with rules made thereunder and Regulation 24A of the SEBI Listing Regulations, M/s. DMK Associates are proposed to be appointed as Secretarial Auditors of the Company to undertake the Secretarial Audit for a term of 5 (five) consecutive years i.e. from FY 2025-26 to FY 2029-30.

None of the Directors or Key Managerial Personnel of the Company or their relatives, is concerned or interested (financial or otherwise) in the resolution.

The Board of Directors recommends the Ordinary Resolution set out at item no. 6 for your consideration and approval.

DETAILS IN TERMS OF REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD-2 ON GENERAL MEETINGS.

ITEM NO. 3

Mr. Neeraj Kanwar, aged 53 years, was first appointed to the Board of the Company on January 17, 2008. He is the Vice Chairman & Managing Director of Apollo Tyres Ltd.

As a business leader, Mr. Neeraj Kanwar is associated with leading industry associations and was the Chairman of the Automotive Tyre Manufacturer's Association of India. Mr. Neeraj Kanwar is a people-centric leader and believes in empowering employees to enable them to undertake effective and efficient decisions at all times. His people management skills helped him bring overarching changes in industrial relations, upgradation of technology and benchmarking on product and efficiency parameters.

An engineering graduate from Lehigh University in Pennsylvania, USA, Mr. Neeraj Kanwar is an avid sportsperson.

He has drawn sitting fees of Rs. 6 lacs for attending meetings of the Board/ Committees during FY 2024-25. He shall be entitled to sitting fees for attending Board and Committee meetings, as determined by the Board from time to time.

Mr. Neeraj Kanwar holds Directorship in the following other Companies:

S. No	Name of the Company	Designation
1.	Apollo Tyres Ltd.	Vice Chairman and Managing Director
2.	PTL Enterprises Limited	Director
3.	Sunlife Trade Links Private Limited	Director
4.	Sunrays Properties and Investments Company Private Limited	Director
5.	Apollo Tyres (Europe) B.V.	Director (Supervisory Board)
6.	Apollo Tyres (NL) B.V.	Director (Supervisory Board)
7.	Apollo Tyres (Hungary) Kft.	Director (Supervisory Board)
8.	Apollo Tyres (UK) Holdings Ltd.	Director
9.	Apollo Tyres (London) Pvt. Ltd.	Director
10.	Sunlife Tradelinks EU KFT (Hungary) (Formerly known as Nutriburst KU Kft. (HU))	Director
11.	Nutriburst Ltd. (UK)	Director
12.	Nutriburst Inc. (US)	Director
13.	Triumph Holding Kft. (HU)	Director

He holds chairmanship/ membership of committees in the following Companies:

Name of the Company	Name of the Committee	Position
Artemis Medicare Services Limited	Audit Committee	Member
PTL Enterprises Limited	Audit Committee	Member
	Stakeholders Relationship Committee	Member
Apollo Tyres Limited	Business Responsibility and Sustainability Committee	Member

He has not resigned from any listed entity in the past three years.

He is not holding any shares in the Company either directly or in the form of beneficial interest for any other person.

During the financial year 2024-25, he has attended all five board meetings.

He is proposed to be re-appointed as Non-Executive Director, liable to retire by rotation.

Except for Mr. Onkar Kanwar and Ms. Shalini Kanwar Chand, who are his father and sister respectively, he does not have any inter-se relationship with any other Director or Key Managerial Personnel of the Company.

By Order of the Board
For Artemis Medicare Services Limited

Poonam Makkar

Place : Gurugram
Date : May 12, 2025

Company Secretary
FCS No.: 7919