

**ARTEMIS MEDICARE SERVICES LTD.**

**Regd. Office:** 414/1, 4<sup>th</sup> Floor, DDA Commercial Complex, District Centre, Janak Puri, New Delhi-110 058  
**CIN:** U85110DL2004PLC126414 | **Website:** [www.artemishospitals.com](http://www.artemishospitals.com)

**NOTICE**

Notice is hereby given that the Extra Ordinary General Meeting of the members will be held as under:-

**DAY** : **MONDAY**  
**DATE** : **01<sup>ST</sup> JUNE, 2015**  
**TIME** : **11:00 A.M.**  
**PLACE** : **414/1, 4<sup>th</sup> Floor  
DDA Commercial Complex  
District Centre, Janakpuri  
New Delhi-110 058**

to transact the following business:-

**SPECIAL BUSINESS:**

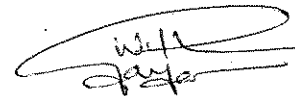
**Item no. 1**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Special resolution:-

**“RESOLVED THAT** pursuant to the provisions of section 188 and such other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company/Members be and is hereby accorded to enter into and carry related party transactions with Artemis Education and Research Foundation, which are not at arm’s length basis and not in ordinary course of business but the same are being deem fit and considered in the interest of the Company by the Board of Director of the Company for leasing of property of any kind not exceeding 10% of the net worth of the Company or 10% of turnover of the Company or Rs 100 crores, whichever is lower, on such other terms and conditions of the transactions as may be deemed fit by the Board of Directors of the Company from time to time including leasing of designated space at Artemis Hospitals, Sector-51, Gurgaon-122001 with effect from 2<sup>nd</sup> June, 2015 at the monthly rent of Re. 1/- or more and on such other terms and conditions as set out in the Explanatory statement to this Notice.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution the Board of Directors of the Company be and are hereby authorized, for and on behalf of the Company to do all such acts, deeds, matters and things as may be considered necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard”

**For and on behalf of the Board  
of Artemis Medicare Services Ltd.**



**Navneet Goel  
(Company Secretary)**

**Place:** Gurgaon  
**Date:** 01.05.2015  
**Registered office:**  
414/1, 4<sup>th</sup> Floor,  
DDA Commercial Complex,  
District Centre, Janak Puri  
New Delhi-110 058  
**CIN:** U85110DL2004PLC126414  
**E-mail:** [info@artemishealthsciences.com](mailto:info@artemishealthsciences.com)

**NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA ORDINARY GENERAL MEETING (EoGM) IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY. A PROXY TO BE EFFECTIVE SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

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

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

2. Members/ Proxies should fill the Attendance Slip for attending the meeting and bring their Attendance Slip along with their copy of the annual report to the meeting.
3. Corporate members are requested to send a duly certified copy of the Board resolution/authority letter, authorizing their representative(s) to attend and vote on their behalf at the meeting.
4. The relevant explanatory statement pursuant to section 102 of the Companies Act, 2013, in respect of the special businesses set out above is annexed hereto.
5. All documents referred to in the notice are open for inspection at the registered office of the Company between 11.00 am to 5.00 pm on any working day prior to the date of the meeting and will also be available at the meeting venue on the date of the meeting. The register of Director's and Key Managerial Personnel and their shareholding will be available for inspection at the meeting.
6. The Register of Contracts or Arrangements, in which Directors are interested, will be available for inspection by the members at the Annual General Meeting.
7. Members intending to require information about accounts to be explained at the meeting are requested to write to the Company at least 10 (ten) days in advance of the Annual General Meeting.
8. Pursuant to section 101 and section 136 of the Companies Act, 2013 read with relevant rules made thereunder, Companies can serve annual reports and other communications through electronic mode to those members who have registered their e-mail address with the Company or with the Depository.

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

### Item No. 1

Pursuant to Section 188 of the Companies Act, 2013, "as amended" and rules made thereunder, the Company can enter into a contract or arrangement with related party, which are not in ordinary course of business and/or not at an arm's length basis, subject to the prior approval of the Company accorded by way of a Special Resolution.

Your Company intends to enter into related party transactions with Artemis Education and Research Foundation which is purported to be not at arm's length basis and is not in the ordinary course of the business but which are deemed fit and considered in the interest of the Company by the Board of Director of the Company with the objective to promote non-profit making education & research activities. Artemis Education & Research Foundation ('Trust') is an irrevocable Trust authored by the Company for undertaking not for profit making education & research activities. Though the Trust is not a related party within the meaning of section 2(76) of the Companies Act, 1956 however, since the Directors and Key managerial personnel's of the Company are the Trustees of the Trust and hence they together can be considered as a Body of individuals. Therefore, your Directors decided to seek prior approval from the shareholders of the Company.

The particulars of contracts/arrangements/transactions pursuant to para 3 of Explanation (1) to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 are as under:

**(a) Name of related party:**

Artemis Education & Research Foundation

**(b) Name of Director or key managerial personnel who is related, if any:**

Mr. P. N. Wahal, Director being member and office bearer (*as* Managing Trustee), Dr. Devlina Chakravarty, Executive Director being member and office bearer (*as* Deputy Managing Trustee) and Mr. Navneet Goel, Company Secretary being member and office bearer (*as* General Secretary) in the Trust.

**(c) Nature of relationship:**

Company is author of the Trust and Directors and Key managerial personnel's of the Company together forms a majority as Trustee in the Governing Body of the Trust.

**(d) Nature, material terms, monetary value and particulars of the contract or arrangement:**

*Nature:*

Leasing of the property of any kind including movable and immovable property of the Company to the Trust by way of agreement(s) as amended/renewed from time to time including leasing of designated space ( i.e, space in the hospital premises required for the operation of the activities of the Trust) at Artemis Hospitals, Sector-5], Gurgaon-122001 with effect from 2<sup>nd</sup> June, 2015.

*Monetary Value:*

At a monthly rental of Rs. 1/- or more for the leasing of aforesaid designated space. Whereas, not exceeding 10% of the net worth of the Company or 10% of turnover of the Company Rs 100 crores whichever is lower for leasing of any other movable and immovable property of the Company to the Trust by way of agreement(s).

*Material terms:*

Lease of space to the Trust and right to use and occupy the same, along with certain fixtures & fittings and use of certain common maintenance facilities/services for carrying on its activities and lease of property of any kind at such consideration as may be agreed to both the parties and approved by the Board of Directors of

the Company including any modifications and renewal in pursuance of promotion of education and research activities on non-profit making basis.

The agreement can be terminated by either party with prior notice to the other party.

*Particulars of the contract or arrangement:*

Leasing of designated space to the Trust to promote education & research activities on non-profit making basis.

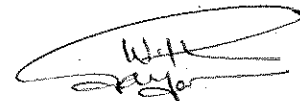
**(e) Any other information relevant or important for the members to take decision on the proposed resolution:**

Since the Trust is authored by the Company with the objective to promote education and research activities on non-profit making basis and it need some space to start and run its Educational and Research activities. Other terms and conditions including term, renewal and termination as may be deemed fit by the Board of Directors of the Company.

Your Directors recommend the resolution for approval as a Special Resolution.

Except to the extent mentioned herein above, none of the directors, Key Managerial Personnel of the Company and their relatives are concerned or interested or concerned financially or otherwise, in the resolution.

**For and on Behalf of the Board  
of Artemis Medicare Services Ltd.**



**Navneet Goel  
(Company Secretary)**

**Place: Gurgaon  
Date: 01.05.2015**

**Registered office:  
414/1, 4<sup>th</sup> Floor,  
DDA Commercial Complex,  
District Centre, Janak Puri  
New Delhi – 110 058  
CIN: U85110DL2004PLC126414  
E-mail: info@artemishealthsciences.com**

Form No. MGT-11

Proxy form

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

CIN: U85110DL2004PLC126414

Name of the company: Artemis Medicare Services Limited

Registered office: 414/1, 4th Floor, DDA Commercial Complex, District Centre, Janak Puri, New Delhi-110 058

Name of the Member(s):

Registered address:

E-mail Id:

Folio No./Client Id:

DP ID:

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

1. Name:

Address:

E-mail Id:

Signature: ..... or failing him

2. Name:

Address:

E-mail Id:

Signature: ..... or failing him

3. Name:

Address:

E-mail Id:

Signature: .....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary general meeting of the company, to be held on the 01<sup>st</sup> day of June 2015 at 11:00 A.M. at the Registered Office of the Company at 414/1, 4th Floor, DDA Commercial Complex, District Centre, Janak Puri, New Delhi-110 058 and at any adjournment thereof in respect of such resolution(s) as are indicated below:

Resolution No. :

1. Approval of Related Party Transaction(s)

Signed this..... day of..... 2015

Affix Revenue  
Stamp

Signature of shareholder

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

**ARTEMIS MEDICARE SERVICES LIMITED**

**Regd. Office: 414/1, 4<sup>th</sup> Floor, DDA Commercial Complex, District Centre,  
Janak Puri, New Delhi-110 058**

**CIN: U85110DL2004PLC126414 I Website: [www.artemishospitals.com](http://www.artemishospitals.com)**

**E-mail: [info@artemishealthsciences.com](mailto:info@artemishealthsciences.com)**

**ATTENDANCE SLIP  
(To be presented at the entrance)**

Extra-Ordinary General Meeting of the Company held on Monday, 01<sup>st</sup> June, 2015 at Registered Office at  
414/1, 414/1, 4<sup>th</sup> Floor, DDA Commercial Complex, District Centre, Janak Puri, New Delhi-110 058

Folio No. .... DP ID No. .... Client ID No. ....

Name of the Member ..... Signature .....

Name of the Proxyholder ..... Signature .....

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