

## 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

### POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013)

Dear Member,

NOTICE is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020 and the subsequent circulars issued in this regard, the latest being Circular no. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (“MCA Circulars”), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“SS-2”) and any other applicable laws, rules, circulars, notifications and regulations [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], that the resolutions set out below are proposed to the Members of Artemis Medicare Services Limited (“the Company”) to be passed as Special Resolutions by way of Postal Ballot only through remote e-Voting.

Pursuant to Section 102 and other applicable provisions of the Act, an Explanatory Statement setting out the material facts and reasons pertaining to the resolutions proposed in this Postal Ballot Notice (“Postal Ballot Notice”) and additional information as required under the SEBI Listing Regulations, is annexed to Postal Ballot Notice for your consideration and forms part of Postal Ballot Notice.

In compliance with the aforementioned MCA Circulars, Postal Ballot Notice is being sent by e-mail to all Members of the Company whose e-mail addresses are registered with the Company or its Registrar and Transfer Agent (“RTA”) or the Depository Participant(s) and to all other persons so entitled. The communication of assent/ dissent of the Members will only take place through the remote e-Voting. Hard copy of Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot. The Company has engaged the National Securities Depository Limited (“NSDL”) for facilitating remote e-Voting. The detailed procedure with respect to remote e-Voting is mentioned in Postal Ballot Notice.

The Board of Directors of the Company (“the Board”) has appointed Mr. Deepak Kukreja (holding Certificate of Practice No. 8265), Partner, DMK Associates, Practicing Company Secretaries as the Scrutinizer and in case of failing him, Ms. Monika Kohli (holding Certificate of Practice No. 4936), Partner, DMK, as an alternate Scrutinizer (“Scrutinizer”) for conducting the Postal Ballot / e-voting process in a fair and transparent manner.

You are requested to peruse the proposed resolutions along with the Explanatory Statement and thereafter accord your assent or dissent by means of remote e-Voting facility provided by the Company.

#### SPECIAL BUSINESS

##### 1. Appointment of Mr. Akshaykumar Narendrasinhji Chudasama (DIN: 00010630) as an Independent Director

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the rules made thereunder and 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. Akshaykumar Narendrasinhji Chudasama (DIN: 00010630), who is eligible for appointment as an Independent Director and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years with effect from September 12, 2024 to September 11, 2029 (both days inclusive) on the Board of the Company.

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.”

## 2. Appointment of Ms. Pallavi Shardul Shroff (DIN: 00013580) as an Independent Director

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the rules made thereunder and 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), Ms. Pallavi Shardul Shroff (DIN: 00013580), who is eligible for appointment as an Independent Director and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years with effect from September 12, 2024 to September 11, 2029 (both days inclusive) on the Board of the Company.

**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 : August 8, 2024

### NOTES:

1. In conformity with the applicable provisions of the Act and the Rules made thereunder read with MCA Circulars, the Postal Ballot Notice is being sent by e-mail to all the Members, whose names appear in the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited (“NSDL”)/ Central Depository Services (India) Limited (“CDSL”) as on Thursday, August 8, 2024 (“**Cut-off Date**”) and who have registered their e-mail addresses in respect of electronic holdings with the Depository through the concerned Depository Participant(s) and in respect of physical holdings with the Company or the Company’s Registrar and Transfer Agent, Alankit Assignments Limited, Alankit House, 4E/2, Jhandewalan Extension, New Delhi - 110055, India (“RTA”).
2. Only those Members whose names are appearing in the Register of Members / List of Beneficial Owners as on the Cut-off Date shall be eligible for casting their votes through remote e-Voting. A person who is not a Member on the Cut-off Date should treat this Notice for information purposes only. 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, which will only be considered to avail the facility of remote e-Voting.

It is however, clarified that all Members of the Company as on the Cut-off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company or its RTA or Depository Participants) shall be entitled to vote in relation to the resolutions specified in Postal Ballot Notice in accordance with the process specified in Postal Ballot Notice.

3. In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolutions is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot form. Accordingly, the Postal Ballot Notice and instructions for e-voting are being sent only through electronic mode to those Members whose email addresses are registered with the Company or its RTA or Depository Participants. Hard copy of Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the remote e-Voting.

For this purpose, the Company has engaged NSDL for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a Member using remote e-Voting will be provided by NSDL.

4. The remote e-Voting period begins on Sunday, August 11, 2024 (9:00 AM) and ends on Monday, September 9, 2024 (5:00 PM). 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. Thursday, August 8, 2024, may cast their vote electronically. The remote e-Voting module shall be disabled by NSDL for voting thereafter and the voting shall not be allowed beyond the said date and time. Once the vote on a resolution is cast by the Members, they shall not be allowed to change it subsequently.

5. Upon completion of the scrutiny of the votes, the Scrutinizer will submit his report to the Chairman/ any other person authorised by him. Based on the Scrutinizer's report, the result of the voting conducted through Postal Ballot (remote e-Voting process) would be announced by the Chairman or any other person authorised by him, on or before 5:00 PM on September 11, 2024 at the Registered Office of the Company. The aforesaid result along with the Scrutinizer's report would be displayed on the Notice Board of the Company at its Registered Office and Corporate Office and shall be intimated to the Stock Exchanges where the shares of the Company are listed, and will be displayed on the Company's website at [www.artemishospitals.com/investors](http://www.artemishospitals.com/investors). Further, the same will also be made available on the website of NSDL i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
6. The resolutions, if passed by requisite majority, shall be deemed to have been passed on the last date specified for remote e-Voting i.e., Monday, September 9, 2024. Further, resolutions passed by the Members through postal ballot shall be deemed to have been passed as if they are passed at a General Meeting of Members convened in that behalf.
7. All documents referred to in Postal Ballot 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) from the date of dispatch of Postal Ballot Notice until the end of remote e-Voting period.
8. Members may download Postal Ballot Notice from the Company's website: [www.artemishospitals.com/investors](http://www.artemishospitals.com/investors) or from NSDL's website: <https://www.evoting.nsdl.com/>. A Copy of Postal Ballot Notice is also available on the website of BSE: <https://www.bseindia.com/> and NSE: <https://www.nseindia.com/>.
9. In case of any query in relation to the resolution proposed to be passed through Postal Ballot, the Members may write an e-mail to the Company at [investor@artemishospitals.com](mailto:investor@artemishospitals.com) or in case of any query/grievance with respect to remote e-Voting from the NSDL e-Voting System, the 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, e-mail id: [evoting@nsdl.com](mailto:evoting@nsdl.com) or call on 022 - 4886 7000.
10. Members, who are holding shares in physical/electronic form and their e-mail addresses are not registered with the Company or RTA or 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 Postal Ballot 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 Postal Ballot Notice and the same shall be disabled after the end of remote e-Voting period. 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 from the Company electronically.

11. 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 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.

12. 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.

13. The Instructions for Members voting through electronic means are as under:

**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 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.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under “<b>IDeAS</b>” 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 “<b>Access to e-Voting</b>” 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.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.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.nsdl.com">https://www.evoting.nsdl.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 “<b>Login</b>” 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.</li> <li>Shareholders/ Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p>NSDL Mobile App is available on</p>   
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>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>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 the 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. 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>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>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.

**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 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 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:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) 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.
- c) How to retrieve your 'initial password'?
  - (i) 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'.
  - (ii) 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:

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



- b) **“Physical User Reset Password?”** (If you are holding shares in physical mode) option available on <http://www.evoting.nsd.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) 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.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

### **Step 2: Cast your vote electronically on NSDL e-Voting system.**

#### **How to cast your vote electronically on NSDL e-Voting system?**

1. 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 is in active status.
2. Select “EVEN” of Company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the voting page opens.
4. 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.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **General Guidelines for Shareholders**

1. 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.
2. 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.nsd.com](http://www.evoting.nsd.com) to reset the password.
3. 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.nsd.com](http://www.evoting.nsd.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 [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:**

1. 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).
2. 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 for Individual Shareholders holding securities in demat mode.**
3. Alternatively Shareholders/ 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.
4. 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.

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

**Item No. 1**

Based upon the recommendation of the Nomination and Remuneration Committee and after taking into consideration the balance of skills, knowledge and experience available on the Board, the Board of Directors of the Company at its meeting on August 8, 2024 has recommended the appointment of Mr. Akshaykumar Narendrasinhji Chudasama (DIN: 00010630), as an Independent Director, to hold office for a term of 5 (five) consecutive years with effect from September 12, 2024 to September 11, 2029 (both days inclusive), to the Members for their approval by way of a Special Resolution in terms of the provisions of Sections 149, 150, 152 and Schedule IV of the Companies Act, 2013 (“**the Act**”) read with rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”).

Mr. Akshay Chudasama, aged about 54 years, holds a degree in Bachelors of Arts (BA) from St. Xavier’s College (University of Bombay) and a LLB from the London School of Economics (University of London), UK. He is enrolled as an Advocate with the Bar Council of Maharashtra and Goa, and as a Solicitor with the Law Society (England and Wales). He is also enrolled with the Bombay Bar Association, the International Bar Association and the Inter-Pacific Bar Association and is a member of the Entrepreneurs’ Organization and Young Presidents’ Organization. He has been practicing law since 1994.

He has addressed several prestigious domestic and international seminars and conferences on various aspects related to his practice and has consistently been ranked as a leading lawyer by various publications including Chambers & Partners, IFLR1000, Legal 500 and Asialaw.

Chambers & Partners Global, says that Mr. Akshay Chudasama impresses clients with the “depth of his knowledge and ability to close transactions swiftly.” His skills and expertise draw from a great depth of experience, handling landmark deals in a multitude of industries. He is regularly sought after by a roster of major private equity funds, to whom he offers his expertise in large private equity transactions, both inbound and outbound. Further, Chambers & Partners Asia Pacific mentions that he is lauded by clients for his “keen commercial acumen and overall understanding of the regulatory framework and prevailing market practices.”

Mr. Akshay Chudasama is the Managing Partner of Shardul Amarchand Mangaldas & Co. and heads the firm’s practice in the Mumbai Region. He has expertise in cross-border mergers & acquisitions and Private Equity across a range of sectors with over 29 years of experience. He was a Partner at AZB & Partners for more than 3 years and thereafter at J. Sagar Associates (JSA) for 10 years.

He holds Directorship in the following Companies:

S. No	Name of the Company	Designation
1.	JSW Cement Limited	Director
2.	Wyosha Real Estates Private Limited	Director
3.	Apollo Tyres (NL) B.V.	Director

He holds Chairmanship/Membership of Committees in the following Companies:

Name of the Company	Name of the Committee	Position
JSW Cement Limited	Risk Management Committee	Member
	Nomination and Remuneration Committee	Member
	Employee Stock Ownership Plan (ESOP) Committee	Member

He has not resigned from any listed entity during the past three financial years. However, he ceased to be an Independent Director of Bata India Limited and Apollo Tyres Limited due to completion of his tenure with effect from the close of business hours on August 3, 2024 and August 5, 2024 respectively.

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 Companies Act, 2013, the Company has received a notice in writing from a Member proposing the candidature of Mr. Akshay Chudasama to be appointed as an Independent Director as per the provisions of the Act.

Sections 149 and 152 of the Act inter alia specifies that:

- (i) An Independent Director shall hold office for a term upto five consecutive years, and shall be eligible for re-appointment upto five years, subject to passing of special resolution by the Shareholders of the company; and

(ii) An Independent Director shall not be liable to retire by rotation at the Annual General Meeting.

The provisions further provide that the Independent Director shall give a confirmation of independence and meeting of the prescribed criteria, as mentioned in Section 149(6) of the Act.

The Company has received from Mr. Akshay Chudasama:

- (i) 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 Qualifications of Directors) Rules, 2014;
- (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act;
- (iii) A declaration to the effect that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and that he is not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact his ability to discharge his duties with an objective independent judgment and without any external influence; and
- (iv) An undertaking that he is not debarred from holding the office of Director pursuant to order of SEBI or any other authority.

He is registered on data bank of independent directors maintained by the Indian Institute of Corporate Affairs in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014.

He shall be entitled to sitting fees for attending Board and Committee meetings.

In the opinion of the Board, he fulfils the conditions specified in the Act and the SEBI Listing Regulations for appointment as an Independent Director and he is independent of the management of the Company. Keeping in view the requisite skills, knowledge and experience of Mr. Akshay Chudasama being specialized in Mergers & Acquisitions, Joint Ventures, Cross Border Investments and Private Equity, the Board of Directors considered that his appointment as an Independent Director would be beneficial to the Company.

Copy of the draft letter of appointment of Mr. Akshay Chudasama as an Independent Director shall be made 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 shall also be made available for inspection through secured mode by writing to the Company at its e-mail ID [investor@artemishospitals.com](mailto:investor@artemishospitals.com) from the date of dispatch of Postal Ballot Notice until the end of remote e-Voting period.

In terms of Section 149 and other applicable provisions of the Act, Mr. Akshay Chudasama is proposed to be appointed as an Independent Director for a period of 5 consecutive years with effect from September 12, 2024.

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, is concerned or interested (financial or otherwise) in the resolution.

The Board of Directors recommends the Special Resolution set out at item no. 1 for your consideration and approval.

## **Item No. 2**

Based upon the recommendation of the Nomination and Remuneration Committee and after taking into consideration the balance of skills, knowledge and experience available on the Board, the Board of Directors of the Company at its meeting on August 8, 2024 has recommended the appointment of Ms. Pallavi Shardul Shroff (DIN: 00013580), as an Independent Director, to hold office for a term of 5 (five) consecutive years with effect from September 12, 2024 to September 11, 2029 (both days inclusive), to the Members for their approval by way of a Special Resolution in terms of the provisions of Sections 149, 150, 152 and Schedule IV of the Companies Act, 2013 ("**the Act**") read with rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**").

Ms. Pallavi Shroff, aged about 68 years, holds degree of B.A. (Eco. Hons) from University of Delhi, Master of Management Studies from Jamnalal Bajaj Institute of Management Studies and LLB from Government Law College, Mumbai. She is a very experienced disputes lawyer with over 43 years of experience. She has represented various domestic and international clients before National Courts, Supreme Court of India, Tribunals and Legal Institutions and has earned national and international acclaim.

Ms. Pallavi Shroff is the Managing Partner & National Practice Head, Dispute Resolution of Shardul Amarchand Mangaldas & Co. She is an alternate member from India at ICC Court of Arbitrations and was formerly a member of SIAC governing board. She is also on the governing committee of the Mumbai International Arbitration Centre.



She has been closely involved with some of the largest and most challenging litigation and arbitration matters in India with regard to energy, infrastructure, natural resources, mergers & acquisitions, legislative and policy related matters. She appears regularly in the Supreme Court and High Courts of India, and in arbitrations, mediations and international legal disputes.

She was a member of the High-powered Raghavan Committee set up by the Government of India to suggest a new competition law regime in India, the Competition Law Review Committee, constituted by the Government of India to review the functioning of the Competition Act and is also a member of the Digital Competition Law Committee set up by the Government of India to propose a new law. The Chambers and Partners, 2024 acknowledges her as an “Eminent Practitioner” in the field of Competition/ Antitrust Law and Dispute Resolution.

She has been recognised and conferred with various awards by national & international organization(s) including ‘Lifetime Achievement Award’ by Chambers India Awards (2019); India’s “Most Powerful Women in Business” by Business Today Magazine for 7 years in a row (2013-19); Featured in Business Today’s prestigious MPW (Most Powerful Women) “Hall of Fame” for being a MPW winner more than seven times; “Most Promising Women Leaders” by the Economic Times (2021); Among the ‘Top 100 Women achievers of India’, by India Today group (2024); Featured in Fortune India’s most Powerful Women in business list (2020-23); Ranked amongst ‘Top 50 Managing Partners’ and Top 100 lawyers in the Forbes India Legal Power list (2021-22); Among IBLJ’s A-List of ‘India’s Top 100 Lawyers & Legal Icons’ (2019-23); ‘Star Individual’ for Dispute Resolution by Chambers and Partners (2020-23); ‘Hall of Fame’ for Dispute Resolution by Legal 500 (2020-23); Ranked as ‘Global Leader’ in WWL Global Guides Arbitration (2022-23); ‘Highly Regarded’ by IFLR1000 Asia Pacific Rankings (2023); ‘Elite practitioner’ for Dispute Resolution and Competition/ Antitrust by Asialaw Profiles (2020-24); ‘Litigation Star’ for Commercial and Transactions, Competition/Antitrust by Benchmark Litigation Asia-Pacific (2021-23); ‘Top 100 Women in Litigation’ (2020 & 2023) by Benchmark Litigation; ‘Eminent Practitioner’ in the field of Competition / Antitrust Law and Dispute Resolution by Chambers and Partners (2024).

She holds Directorship in the following Companies:

S. No	Name of the Company	Designation
1.	Juniper Hotels Limited	Independent Director
2.	PVR Inox Limited	Independent Director
3.	InterGlobe Aviation Limited	Independent Director
4.	ONE 97 Communications Limited	Independent Director
5.	Paytm Payments Services Limited	Independent Director
6.	Amarchand Towers Property Holdings Private Limited	Director
7.	Baghbaan Properties Private Limited	Director
8.	PSNSS Properties Private Limited	Director
9.	Aavanti Realty Private Limited	Director
10.	First Universal Virtual International Arbitration Centre Private Limited	Director
11.	UVAC Centre (India) Private Limited	Director
12.	Amarchand Mangaldas Properties Private Limited	Director
13.	CSEP Research Foundation	Director
14.	First Commercial Services India Private Limited	Director
15.	First Full Services Private Limited	Director
16.	Apollo Tyres (Europe) B.V.	Member of Supervisory Board

She holds Chairmanship/Membership of Committees in the following Companies:

Name of the Company	Name of the Committee	Position
Juniper Hotels Limited	Audit Committee	Chairperson
	Nomination and Remuneration Committee	Member
	Risk Management Committee	Chairperson
PVR Inox Limited	Audit Committee	Member
ONE 97 Communications Limited	Audit Committee	Member
	Nomination and Remuneration Committee	Member
InterGlobe Aviation Limited	Audit Committee	Member
	Stakeholders Relationship Committee	Member
	Nomination and Remuneration Committee	Chairperson
	CSR Committee	Member

During the past three financial years, she had resigned from the position of Independent Director of Trident Limited w.e.f. May 15, 2021. Further, she ceased to be an Independent Director of Asian Paints Limited and Apollo Tyres Limited due to completion of her tenure with effect from the close of business hours on March 31, 2024 and May 14, 2024 respectively.

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

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

In terms of Section 160 of the Companies Act, 2013, the Company has received a notice in writing from a Member proposing the candidature of Ms. Pallavi Shroff to be appointed as an Independent Director as per the provisions of the Act.

Sections 149 and 152 of the Act inter alia specifies that:

- (i) An Independent Director shall hold office for a term upto five consecutive years, and shall be eligible for re-appointment upto five years, subject to passing of special resolution by the Shareholders of the company; and
- (ii) An Independent Director shall not be liable to retire by rotation at the Annual General Meeting.

The provisions further provide that the Independent Director shall give a confirmation of independence and meeting of the prescribed criteria, as mentioned in Section 149(6) of the Act.

The Company has received from Ms. Pallavi Shroff:

- (i) 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 Qualifications of Directors) Rules, 2014;
- (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that she is not disqualified under Section 164(2) of the Act;
- (iii) A declaration to the effect that she meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and that she is not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact her ability to discharge her duties with an objective independent judgment and without any external influence; and
- (iv) An undertaking that she is not debarred from holding the office of Director pursuant to order of SEBI or any other authority.

She is registered on data bank of independent directors maintained by the Indian Institute of Corporate Affairs in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014.

She shall be entitled to sitting fees for attending Board and Committee meetings.

In the opinion of the Board, she fulfils the conditions specified in the Act and the SEBI Listing Regulations for appointment as an Independent Director and she is independent of the management of the Company. Keeping in view the requisite skills, knowledge and experience of Ms. Pallavi Shroff being a practicing lawyer with expertise in dispute resolution, arbitration and competition law, the Board of Directors considered that her appointment as an Independent Director would be beneficial to the Company.

Copy of the draft letter of appointment of Ms. Pallavi Shroff as an Independent Director shall be made 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 shall also be made available for inspection through secured mode by writing to the Company at its e-mail ID [investor@artemishospitals.com](mailto:investor@artemishospitals.com) from the date of dispatch of Postal Ballot Notice until the end of remote e-Voting period.

In terms of Section 149 and other applicable provisions of the Act, Ms. Pallavi Shroff is proposed to be appointed as an Independent Director for a period of 5 consecutive years with effect from September 12, 2024.

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, is concerned or interested (financial or otherwise) in the resolution.

The Board of Directors recommends the Special Resolution set out at item no. 2 for your consideration and approval.

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

Place : Gurugram  
Date : August 8, 2024

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