



Artemis Medicare Services Limited

CIN: L85110DL2004PLC126414

Regd. Off.: Plot No. 14, Sector 20, Dwarka, New Delhi-110 075

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(s),

NOTICE is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, *if any*, of the Companies Act, 2013, ("**Act**") read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) ("**Rules**"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR Regulations**")/ "**Listing Regulations**"), Secretarial Standards on General Meetings issued by The Institute of Company Secretaries of India ("**SS-2**"), each as amended and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs ("**MCA**") for holding general meetings / conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020 33/2020 dated September 28, 2020 and 39/2020 dated December 31, 2020 ("**MCA Circulars**"), in view of the COVID-19 pandemic, it is proposed to seek the consent of members of Artemis Medicare Services Limited ("the Company") to transact the special businesses as set out hereunder by passing Special Resolutions by way of Postal Ballot only through remote voting by electronic means ("**remote e-voting**").

Pursuant to Section 102 and other applicable provisions of the Act, the Explanatory Statement pertaining to the said Resolutions setting out the material facts and the reasons/ rationale thereof is annexed to this Postal Ballot Notice ("**Notice**") for your consideration and forms part of this Notice).

On account of the threat posed by COVID-19 and in terms of the requirements specified in the MCA Circulars, the Company is sending this Notice in electronic form only, to all its Members who have registered their e-mail addresses with the Company, their Registrars and Transfer Agents or Depository/Depository Participants and the communication of assent/dissent of the Members will only take place through the remote e-voting system. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot. This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars.

The instructions for remote e-voting are appended to this Notice.

As per the rules read with the MCA Circulars and the Listing Regulations, the details pertaining to this Postal Ballot will be published in one English National daily Newspaper circulating throughout India (in English Language) and one Regional daily Newspaper circulating in New Delhi, (in Vernacular language, i.e. Hindi).

You are requested to peruse the following proposed Resolutions along with the Explanatory Statement and thereafter record your assent or dissent by means of e-Voting facility only, provided by the Company, not later than 5:00 PM on Sunday, March 14, 2021. The assent or dissent received after such date and time shall be treated as if reply from the Member has not been received.

The Notice is also available on the website of the Company i.e www.artemishospitals.com.

SPECIAL BUSINESSES:

ITEM 1: TO APPROVE ARTEMIS MEDICARE MANAGEMENT STOCK OPTION PLAN – 2021

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

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Rules made there under (including any statutory modification(s) or amendments thereto or re-enactments thereof for the time being in force), the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (“SEBI SBEB Regulations”), the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”/ “Listing Regulations”), Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended and in accordance with the Memorandum of Association and Articles of Association of the Company, the Nomination and Remuneration Policy of the Company, subject to such other regulatory approval(s), permission(s) and sanction(s) and as recommended by Nomination and Remuneration Committee and the Board of Directors of the Company, as may be necessary and such conditions and modifications as may be prescribed or imposed while granting such approval(s), permission(s) and sanction(s), the consent of the members of the Company be and is hereby accorded for approval of Artemis Medicare Management Stock Option Plan – 2021 (*hereinafter referred to as “the Plan”*) and to create, offer, grant, issue and allot under the Plan, a maximum of 6,96,700 (Six Lakh Ninety-Six Thousand Seven Hundred) Stock Options (or such other adjusted figure for any sub-division of shares, consolidation of shares, issue of bonus shares and issue of shares on rights basis as may be applicable from time to time), exercisable into 6,96,700 (Six Lakh Ninety-Six Thousand Seven Hundred) equity shares of face value Rs. 10/- each fully paid up (or such other adjusted figure for any sub-division of shares, consolidation of shares, issue of bonus shares and issue of shares on rights basis as may be applicable from time to time) to Dr. Devlina Chakravarty, Managing Director of the Company (having no direct or indirect holding or beneficial interest in the equity shares of the Company at present), at the exercise price of Rs.10/- per Option in one or more tranches from time to time and on such other terms and conditions, as contained in the Plan and summarized in the Explanatory Statement;

RESOLVED FURTHER THAT the Plan shall be implemented through Direct Route wherein the Company shall directly issue and allot the Equity shares of the Company as defined in the Plan upon valid exercise of the Stock Options;

RESOLVED FURTHER THAT Nomination and Remuneration Committee (‘NRC’) be and is hereby designated as Compensation Committee in pursuance of the SEBI SBEB Regulations for the purpose of administration and superintendence of the Plan;

RESOLVED FURTHER THAT the new Equity Shares (if any) to be issued and allotted by the Company in the manner aforesaid shall rank *pari-passu* in all respects with the then existing Equity Shares of the Company.

RESOLVED FURTHER THAT the Company shall conform to the applicable Accounting Policies, Guidelines or Accounting Standards as may be applicable from time to time, including the disclosure requirements prescribed therein.

RESOLVED FURTHER THAT the Board (which shall be deemed to include any Committee thereof exercising the powers conferred on the Board by this resolution), subject to compliance of the applicable laws and regulations, be and is hereby authorized to modify, change, vary, alter, amend, suspend or terminate the Plan and to do all such acts, deeds, matters and things as it may in its absolute discretion deems fit for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the members and to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Plan and do all other things incidental to and ancillary thereof.

RESOLVED FURTHER THAT the Board (which shall be deemed to include any Committee thereof exercising the powers conferred on the Board by this resolution), be and is hereby authorized to do all such acts, deeds, and things, as it may, in its absolute discretion deem necessary including to appoint Advisors, Merchant Bankers, Consultants or Representatives, being incidental for the effective implementation and administration of the Plan and to make applications to the

appropriate Authorities, for their requisite approvals including taking all the necessary steps for listing of the equity shares (to be allotted under the Plan) on the Stock Exchanges as per the terms and conditions/provisions of the Listing Regulations and take all necessary actions and to settle all such questions, difficulties or doubts whatsoever that may arise while implementing this resolution.”

ITEM 2: TO APPROVE GRANT OF STOCK OPTIONS EXCEEDING 1% OF ISSUED CAPITAL UNDER ARTEMIS MEDICARE MANAGEMENT STOCK OPTION PLAN – 2021

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

“RESOLVED THAT pursuant to the provisions of Section 62 (1)(b) and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made there under (including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereof , for the time being in force), Regulation 6(3)(d) and the applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014(“SEBI SBEB Regulations”), as amended from time to time, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”/ “Listing Regulations”), Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and in accordance with the Memorandum of Association and Articles of Association of the Company, the Nomination and Remuneration Policy of the Company and such other rules, regulations and guidelines as may be applicable from time to time, such approval(s), consent(s), permission(s) and/or sanction(s) as may be required from appropriate regulatory authorities/institutions and subject to such terms and conditions as may be prescribed/imposed by such authorities/institutions and as recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee thereof exercising the powers conferred on the Board by this resolution) to grant, offer, issue and allot 6,96,700 (Six Lakh Ninety Six Thousand Seven Hundred) Stock Options (or such other adjusted figure for any sub-division of shares, consolidation of shares, issue of bonus shares and issue of shares on rights basis as may be applicable from time to time) exercisable into equal number of equity shares, comprising approximately 5% of the expanded capital of the Company and exceeding 1% of the issued capital (excluding outstanding warrants and conversions) at the time of grant of the Stock Options, to Dr. Devlina Chakravarty, Managing Director of the Company (having no direct or indirect holding or beneficial interest in the equity share of the Company), at the exercise price of Rs.10/- per Option;

RESOLVED FURTHER THAT that all members of the Nomination and Remuneration Committee of the Company be and are hereby severally authorised to sign Stock Option Agreement/ issue grant letter and do all such acts, deeds and things for and on behalf of the Company as may be necessary for granting the aforesaid Stock Options.”

ITEM 3: TO INCREASE REMUNERATION OF DR. DEVLINA CHAKRAVARTY, MANAGING DIRECTOR OF THE COMPANY FOR EXERCISE OF STOCK OPTIONS

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

“RESOLVED THAT pursuant to the recommendation of the Nomination & Remuneration Committee and Board of Directors in their meetings held on February 4, 2021 and in partial modification of the resolution passed by the members by way of Postal Ballot on March 24, 2020 and pursuant to the provisions of Sections 190, 196, 197, 203 read with Schedule V and all other applicable provisions, if any of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or amendments there to or re-enactment thereof for the time being in force), the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”/ “Listing Regulations”), Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the Nomination and Remuneration Policy of the Company, approval of the members be and is hereby accorded to increase the remuneration payable to Dr. Devlina Chakravarty (DIN: 07107875), Managing Director w.e.f. April 01, 2022 till March 31, 2023 (both days inclusive) on such terms and conditions as forming part of explanatory statement and, in terms of the proviso to Section II of Part II of Schedule V of the Companies Act, 2013, only for the purpose of and to the extent of Perquisite arising as a result of exercise of vested Stock Options under Artemis Medicare Management Stock Option Plan – 2021, in one or more tranches from time to time, not exceeding Rs 4 (four) Crore per annum.

RESOLVED FURTHER THAT the other terms and conditions of her re-appointment, as approved by the members by way of postal Ballot on March 24, 2020, shall remain the same.

RESOLVED FURTHER THAT where in any financial year during the tenure of Dr. Devlina Chakravarty, the Company has no profit or its profits are inadequate, the Company will pay remuneration as per the provisions of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

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

**sd/-
Shilpa Budhia
Company Secretary & Compliance Officer
Mem. No. A23564**

Place: Gurugram
Date: February 4, 2021

NOTES:

1. The relevant Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (“Act”) setting out the material facts relating to the proposed resolutions and the reasons thereof are annexed hereto and forms part of this Notice.
2. On account of the threat posed by COVID-19 and in terms of the guidelines provided vide the MCA Circulars, the Company is sending this Notice in electronic form only and expresses its inability to dispatch the physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope to the Members. Accordingly, the communication of the assent or dissent of the Members would take place through the process of remote e-voting only.
3. This Notice is being sent electronically only to those Members, whose names appear in the Register of Members/ List of Beneficial Owners as received from the Depositories as on Thursday, February 4, 2021 (“Cut-off Date”) and who have registered their e-mail addresses in respect of electronic holdings with NSDL/CDSL through the concerned Depository Participants and in respect of physical holdings with the Company’s Registrar and Share Transfer Agent (RTA), Alankit Assignments Limited, Alankit House, 4E/2 Jhandewalan Extension, New Delhi - 110055, India. The voting rights of Members shall be in proportion to their shares of 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.
4. 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.

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 IDs with the Company’s (RTA/ Depositories) shall be entitled to vote in relation to the resolution specified in this Notice in accordance with the process specified hereinafter in this Notice.

5. All the documents referred to in this Notice and the Explanatory Statement pursuant to Section 102 of the Companies Act, will be available for inspection via electronic mode upto the date of declaration of Postal Ballot results. Members can inspect the same by writing an e-mail to the Company at investors@artemishospitals.com

6. In compliance with the provisions of Section 108 and Section 110 of the Act read with Rules 20 and 22 of the Rules, Regulation 44 of the Listing Regulations, SS-2 and MCA Circulars, the Company is pleased to provide e-voting facility to its Members, to enable them to cast their votes electronically. The Company has engaged the services of National Securities Depository Limited (“NSDL”) to provide e-voting facility to its Members. The detailed procedure with respect to e-voting is mentioned in Note No.15 of this Notice.
7. Pursuant to the applicable provisions of the Act and Rules framed thereunder and the Listing Regulations, the Company shall serve notice through electronic mode to those Members who have registered their email addresses either with the Depository Participant(s) or the RTA. Members who have not registered their email addresses can now register the same by sending a request letter to RTA at the email ID : lalitap@alankit.com. Members holding shares in demat form are requested to register their email addresses with their Depository Participant(s) only.

Those Members who have already registered their email address are requested to keep their email addresses validated with their Depository Participants / the Company’s RTA to enable servicing of notices / documents / Annual Reports electronically to their email address.

8. Dispatch of the Notice shall be deemed to be completed on the day on which NSDL sends out the communication for the postal ballot process by e-mail to the members of the Company. The remote e-voting shall commence on Saturday, February 13, 2021 at 9.00 A.M. (IST) and end on Sunday, March 14, 2021 at 5.00 P.M. (IST). During this period, Members of the Company holding shares in physical or dematerialized form as on the Cut – Off Date may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
9. The Board of Directors in its meeting held on February 4, 2021 had appointed Mr. Deepak Kukreja (CP No. 8265), Partner, DMK Associates, Practicing Company Secretaries, as the Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner. Mr. Deepak Kukreja has given his consent to act as the scrutinizer and be available for the purpose of ascertaining the requisite majority.
10. The Scrutinizer will after the conclusion of e-voting, unblock the votes cast through e-voting in the presence of at least two witnesses not in the employment of the Company and submit his report to the Chairman or any other person authorised by Board who shall countersign the same and declare the result of the voting forthwith, after scrutiny of the votes cast through remote e-voting and the result of the Postal Ballot shall be declared on or before Tuesday, March 16, 2021. The Scrutinizer’s decision on the validity of votes cast through Postal Ballot will be final.
11. The Results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.artemishospitals.com and on the website of NSDL www.evoting.nsdl.com immediately after the result is declared by the Chairman or any other person authorized by the Board, and the same shall be communicated to BSE Limited (“BSE”) and The National Stock Exchange of India Limited (“NSE”), where the shares of the Company are listed. The results shall also be displayed at the Registered Office of the Company.
12. The Resolutions, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for remote e-voting i.e. Sunday, March 14, 2021. Further, resolution passed by the Members through e-voting is deemed to have been passed effectively at a general meeting.
13. Members may download the Notice from the Company’s website at www.artemishospitals.com or from NSDL’s website at www.evoting.nsdl.com. A Copy of the Notice is also available on the website of BSE at www.bseindia.com and NSE at www.nseindia.com.
14. The vote in this Postal Ballot cannot be exercised through proxy.

15. The instructions for Members for casting their votes through remote e-voting are as under:

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

Step 1: Log-in to NSDL e-Voting system at www.evoting.nsdl.com

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

Details on Step 1 are mentioned below:

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

- i. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: www.evoting.nsdl.com either on a Personal Computer or on a mobile.
- ii. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Members’ section.
- iii. A new screen will open. You will have to enter your User ID, your Password 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.
- iv. 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***

- v. Your password details 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’?
 - (1) 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’.

- (2) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
- vi. 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 www.evoting.nsdl.com.
 - (b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - (c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - (d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 - vii. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box and click on "Login" button.
 - viii. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 are given below:

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

- i. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- ii. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- iii. Select "EVEN" of company for which you wish to cast your vote.
- iv. Now you are ready for e-Voting as the Voting page opens.
- v. 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.
- vi. Upon confirmation, the message "Vote cast successfully" will be displayed.
- vii. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- viii. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Members

- a. Institutional Members (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 to deepak.kukreja@dmkassociates.in with a copy marked to evoting@nsdl.co.in.
- b. 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.
- c. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (THE “ACT”)

Item No. 1 and 2

It is proposed to offer Stock Options to Dr. Devlina Chakravarty, Managing Director, under the Artemis Medicare Management Stock Option Plan – 2021 formulated as per the provisions of the SEBI (SBEB) Regulations. The Board at its meeting held on February 4, 2021, noted that her reputation, exceptional track record, proven leadership and execution skills, and passionate involvement, since the time she assumed the office as an Executive Director of the Company, needs to be rewarded and also noted that her continued commitment over a long run is critical for the successful navigation and building of the Company.

The Company is in its growth stage and the expert advice, know-how and contribution of Dr. Devlina Chakravarty is critical for the Company to grow, develop and meet its strategic goals. The Nomination & Remuneration Committee (“NRC”) and the Board of Directors (“Board”) of the Company are of the view that the value addition provided by Dr. Devlina Chakravarty be compensated by grant of Stock Options rewarding her performance and loyalty towards the Company over the tenure of her service. With the grant of Stock Options, she will become not just a shareholder of the Company but also a partner in the growth of the Company.

The Nomination and Remuneration Committee and the Board of Directors at its meeting held on February 4, 2021 had recommended the said Artemis Medicare Management Stock Option Plan – 2021, for approval of the members.

Hence, in terms of the provisions of SEBI (SBEB) Regulations and Section 62 and other applicable provisions of the Companies Act, 2013, issue of Shares to persons other than the existing Members of the Company requires approval of the existing Members by way of a Special Resolution and accordingly, the Board recommends the Special Resolution as set forth in Item No. 1 to the Members, for the issue of further Equity Shares under the Artemis Medicare Management Stock Option Plan – 2021.

Further as per Regulation 6(3) of the SEBI (SBEB) Regulations, approval of the members by way of separate Special Resolution is required to Grant Stock Options, to identified employees, during any one year, equal to or exceeding one percent of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant of Stock Options. Accordingly, the Board recommends the Special Resolution as set forth in Item No. 2 to the Members for the said purpose.

The main features and other details of the Scheme as per Regulation 6(2) of SEBI (SBEB) Regulations, are as under:

1. Brief description of the Scheme

The Scheme shall be called as the “Artemis Medicare Management Stock Option Plan – 2021” (hereinafter referred to as “the Plan”) and shall extend its benefits to Dr. Devlina Chakravarty, in consideration of the hard-work, dedication, valuable contribution, services rendered, expert advice and know-how provided by her towards the growth and development of the Company.

The Plan shall be implemented through Direct Route wherein the Company shall make fresh issuance of shares to the Grantee pursuant to exercise of the Vested Stock Options.

The Board has laid down the framework of the Plan and the Nomination and Remuneration Committee (“Committee”) of the company shall administer the implementation and operation of the Plan.

2. Total number of Stock Options to be granted under the Scheme

The maximum number of Stock Options that may be granted pursuant to this Plan shall not exceed 6,96,700 (Six Lakh Ninety-Six Thousand Seven Hundred) or such other adjusted figure for any sub-division of shares, consolidation of shares, issue of bonus shares and issue of shares on rights basis as may be applicable from time to time) which shall be convertible into equal number of Equity Shares of the Company.

If any Option granted under the Plan lapses or is forfeited or surrendered under any provision of the Plan, such Option shall be cancelled and not be added back to the pool for further grant under the Plan unless otherwise determined by the Committee.

3. Identification of classes of employees entitled to participate and be beneficiaries in Scheme.

As identified by the Nomination & Remuneration Committee, Dr. Devlina Chakravarty, Managing Director of the Company, shall be eligible to participate in the Plan.

4. Requirement of Vesting and period of Vesting

Vesting period shall commence after 1 (One) year from the date of grant of Options and vest equally over a period of 4 years. The vesting may further be linked with certain past and future performance parameters, as determined by the Committee.

5. Maximum period within which the Stock Options shall be vested

The Stock options granted under Plan shall vest within maximum period of 4 (four) year from the date of grant. Vesting of Stock Options would be subject to continued employment with the Company.

6. Exercise Price or Pricing Formula:

The exercise price for Stock Options will be face value of Shares of the Company presently being Rs. 10/- per option (or such other adjusted figure for any sub-division of shares, consolidation of shares, issue of bonus shares and issue of shares on rights basis as may be applicable from time to time).

7. Exercise period and process of Exercise:

The Employee Stock Options granted may be exercised by the Option Grantee within a maximum period of 1 (One) Year from the date of vesting of the respective Stock Options.

After vesting, Stock Options can be exercised through cash route under which the Grantee will receive the Shares equivalent to the number of the Stock Options exercised in accordance with the terms and conditions of the Plan after submission of the exercise application along with payment of the exercise price, applicable taxes and other charges, if any. The mode and manner of the exercise shall be communicated through a Vesting letter.

8. Appraisal process for determining the eligibility of the Employees to Scheme:

Dr. Devlina Chakravarty, Managing Director of the Company, shall be eligible to participate in the plan in consideration of the hard-work, dedication, valuable contribution, services rendered, expert advice and know-how provided by her towards the growth and development of the Company.

9. The Maximum number of Stock Options to be granted per employee and in aggregate

The Plan is formulated to reward Dr. Devlina Chakravarty for the Value Addition provided and retain her in the future by compensating her performance & loyalty towards the Company over the tenure of her service. Thus, all the Stock Options under the Plan shall be granted to her only.

The maximum number of Stock Options that may be granted pursuant to this Plan shall not exceed 6,96,700 (Six Lakh Ninety-Six Thousand Seven Hundred) which shall be convertible into equal number of Equity Shares of the Company. Since such grant of Stock Options to Dr. Devlina is approximately equal to 5% of the expanded capital and shall exceed 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant of Stock Options, a separate approval of members is sought in item no. 2 of this Postal Ballot Notice.

10. The Maximum quantum of benefits to be provided per Employee under the scheme

The maximum quantum of benefits that will be provided, to the eligible Employee i.e Dr. Devlina Chakravarty, under the Plan will be the difference between the market value of Company's Share on the Stock Exchanges as on the date of exercise of Stock Options and the Exercise Price paid by the Employee.

11. Whether the scheme(s) is to be implemented and administered directly by the company or through a Trust:

The Plan shall be implemented by the Company directly and will be administered by the Nomination and Remuneration Committee of the Company designated as Compensation committee for the administration of the plan.

12. Whether the scheme involves new issue of shares by the Company or secondary acquisition by the Trust or both

The Plan involves new issue of Equity Shares directly by the Company.

13. The amount of loan to be provided for implementation of the scheme by the Company to the Trust, its tenure, utilization, repayment terms, etc.

Not Applicable.

14. The Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the Trust for the purposes of the scheme.

Not Applicable

15. Disclosure and accounting policies:

The Company shall comply with the disclosures requirements and the accounting policies prescribed under Regulation 15 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 or as may be prescribed by regulatory authorities from time to time.

16. The method which the Company shall use to value its Stock Options

The Company shall comply with the requirements of IND-AS and shall use Fair Value method.

17. Statement with regard to Disclosure in Director's Report

As the company is adopting fair value method, presently there is no requirement for disclosure in director's report. However, if in future, the Company opts for expensing of share-based employee benefits using the intrinsic value, then the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on Earnings Per Share ("EPS") of the company shall also be disclosed in the Directors' report.'

In terms of Section 62 of the Companies Act, 2013 and Regulation 6(1) of SEBI (SBEB) Regulations, the approval of the members is sought by way of Special Resolution for the approval of the "Artemis Medicare Management Stock Option Plan – 2021" and issuance of shares under this Plan.

Therefore, your Directors recommend the Resolutions as set out at item no. 1 and 2 for your approval by way of special resolutions.

As prescribed by the Ministry of Corporate Affairs (MCA) Circular No. 20/2020 dated May 5, 2020, the copies of the resolutions passed at the meeting of the Nomination and Remuneration Committee and the Board of Directors shall be made available for inspection of the Members through electronic mode.

None of the Directors, Key Managerial Personnel of the Company, and any relatives of such Director, Key Managerial Personnel are in anyway concerned or interested (financial & otherwise) in the resolution, except Dr. Devlina Chakravarty, Managing Director of the Company, to the extent of the Stock Options to be granted under the Plan.

Item no. 3

Dr. Devlina Chakravarty, Managing Director of the Company shall be granted 6,96,700 (Six Lakh Ninety-Six Thousand Seven Hundred) which shall be convertible into equal number of Equity Shares of the Company under the Artemis Medicare Management Stock Option Plan – 2021. Exercise of such Stock Options, however, is likely to create an additional perquisite (forming part of her remuneration) to the extent of difference between the Market Price on the date of exercise and Grant Price of the Stock Options so vested. The inclusion of such non-monetary perquisite is likely to exceed the limit of managerial remuneration approved by the Members on March 24, 2020. Also, the Company profits may be inadequate to cover such additional value of perquisites and hence may result in the limit of overall managerial remuneration exceeding 5% of Net Profits of the Company as prescribed under Section 197 of the Companies Act, 2013, even though there is no outflow from the Company involved.

In consideration of the above, the Board of Directors in their meeting held on February 4, 2021 approved the revision in the remuneration payable to Dr. Devlina Chakravarty subject to the approval of the Members, specifically to cover such exercise of vested Stock Options or grant of any other Stock Related Benefit(s), for the period April 1, 2022 till March 31, 2023 in terms of the proviso to Section II of Part II of Schedule V of the Companies Act, 2013:

Further in accordance with the requirement of Schedule V of the Act and SS-2 on General Meetings, requisite information pertaining to Dr. Devlina Chakravarty (DIN: 07107875) enumerated below:

I.	GENERAL INFORMATION	
1.	Nature of Industry	The Company is engaged into business of operating chain of Hospitals & Clinics.
2.	Date or expected date of commencement of commercial production	The Company was incorporated on May 18, 2004 as a Private Limited Company and was converted into a Public Limited Company on October 5, 2009. Its first Hospital became operational in the month of July, 2007 in the city of Gurugram, Haryana.
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable

4.	Financial performance based on given indicators	Rs. in Lakhs						
		Particulars	FY 2019-20		FY 2018-19		FY 2017-18	
			Standalone	Consolidated	Standalone	Consolidated	Standalone	Consolidated
	Revenue from operations (Gross)	56,309.09	56,501.79	56,309.09	54,651.59	55,051.80	-	
	Profit Before Tax	3,196.54	3,062.91	3,196.54	3,704.23	3,674.47	-	
	Profit After Tax	2,042.83	1,946.01	2,042.83	2,068.62	2,038.86	-	
5.	Foreign investments or collaborators, if any	The Company is engaged in the business of providing tertiary care medical services to the patients coming from across the globe and has also entered into several agreements with Foreign Parties/Government representatives.						
II. INFORMATION ABOUT THE APPOINTEE								
1.	Background details including awards and recognition	<p>Dr. Devlina Chakravarty, aged 53 years, joined the Company as Consultant-Radiology and Imaging Services in the year 2007. Her performance was found par excellence and was duly acknowledged by the management as she reached to the designation of Chief Operating Officer in the year 2011, Chief Executive Officer in the year 2014 and the Board, on the recommendation of the Nomination and Remuneration Committee, decided to promote her and appointed her as a Whole-Time Director of the Company designated as "Executive Director" for a period of Five years w.e.f. April 2, 2015.</p> <p>Further, Dr. Devlina Chakravarty was appointed as the Managing Director of the Company for a period of 5 (five) years with effect from April 1, 2020.</p> <p>Dr. Devlina Chakravarty is specialized in Diagnostic Radiology, with special interest in Neuro, Ortho Cardiac and Breast Imaging and in image-guided interventions. She received her MBBS from the Lady Harding Medical College, New Delhi and she received her MD, DNB, DMRD from the University of Mumbai. Post which she was trained in all aspects of high-end imaging in India and abroad, having done her preceptorship from the University of California LA, USA; as a visiting fellow at the University of Venusberg and Siegburg, Germany, Brigham & Women, Boston, USA; University of Bonn and University of Hasselt, Belgium. She has a number of publications and research papers to her credit. She also received her Diploma in Hospital Administration (DHA) from National Institute of Health & Family Welfare, New Delhi in the year 2009. She has pioneered the key initiatives in enhancing the competitiveness of the Company's operations and services across the board.</p>						
2.	Past Remuneration (Last 2 Years)	Rs. 515.46 lakhs for FY 2019-20 and Rs. 483.98 Lakhs for FY 2018-19.						
3.	Job profile and suitability	Dr. Devlina Chakravarty is a Key Managerial Personnel of the Company and is responsible for overall management of the Company, under superintendence, control and direction of the Board of Directors. Under her leadership the Company has come up as a leading healthcare services provider in North India. Taking into consideration her qualifications						

		and expertise in Healthcare sector, Dr. Devlina Chakravarty is best suited for the responsibilities of current assigned role.
4.	Remuneration proposed	Grant of 6,96,700 (Six Lakh Ninety-Six Thousand Seven Hundred) Stock Options convertible into equal number of Equity. The grant of Stock Options is in addition to her existing remuneration as approved already approved by the Members by way of Postal Ballot on March 24, 2020, for the period from April 1, 2020 to March 31, 2023 (both days inclusive) up to an amount not exceeding Rs. 7 Crores (Rupees Seven Crores Only). Considering the above it is proposed to increase the overall remuneration by Rs 4 crore, that shall accrue over her vesting period and is expected to arise on exercise of the Stock Options during the exercise period extending between April 1, 2022 and March 31, 2023.
5.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	Taking into consideration the size of the Company, the profile of Dr. Devlina Chakravarty, the responsibilities shouldered by her and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies.
6.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Besides the remuneration payable to her, she does not have any pecuniary relationship with the Company and she does not have any relationship with the other managerial personnel of the Company.
7.	Key terms and conditions of appointment / reappointment	The terms and conditions of appointment of Dr. Devlina Chakravarty remains the same as approved by the Members by way of postal Ballot on March 24, 2020
8.	The number of Meetings of the Board attended during the FY 2020-21 (i.e. up to Feb 4, 2021)	Dr. Devlina Chakravarty had attended all the 4 (Four) Board Meetings of the Company so far held during the FY 2020-21
9.	Directorship held in other Companies	Artemis Cardiac Care Private Limited (Subsidiary Company)

10.	Membership / Chairmanship of Committees of other public Companies	Dr. Devlina Chakravarty is a Member of the Corporate Social Responsibility Committee and Stakeholder Relationship Committee of Artemis Medicare Services Limited.
III.	OTHER INFORMATION	
1.	Reasons of loss or inadequate profits	The Company had not achieved adequate profit during this financial year due to the outbreak of Covid-19 pandemic. The Company is in its growth stage and it will take time for the Company to generate adequate profits in view of the various sectors including government policies and competition influencing the current healthcare scenario in the country.
2.	Steps taken or proposed to be taken for improvement	<p>The Company is taking continuous steps to improve performance through growth in revenues, managing costs and improving productivity. The Company is focusing on achieving greater heights relying on its following competitive strengths:</p> <ul style="list-style-type: none"> • State-of-the-art infrastructure and technology at its flagship hospital. • Renowned team of doctors and quality employee base. • Focus on delivering world class health care. • Focus on medical, nursing and para-medical education and allied health training. • Patient centric processes conforming to International Patient Protocols. • Company is proactively considering to augment the capacity of the hospitals as a part of its expansion plan.
3.	Expected increase in productivity and profits in measurable terms	With the revival of the economy from COVID 19 pandemic, business activities across the globe has started resuming to normal. Going forward we foresee double digit growth in health care sector across India on year on year basis. The Company is receiving enquiries from international market and we are quite hopeful that with the increased capacity, going ahead we will be able to cater efficiently the backlog of elective surgeries and international patients. This will help the Company to ensure robust growth in terms of both top line and bottom line in near future.

The Company has not committed any default in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditor.

In terms of Section 196, 197, 198 and other applicable provisions of the Companies Act, 2013, the approval of the members is sought by way of Special Resolution for increase in Managerial Remuneration of Dr. Devlina Chakravarty.

Therefore, your Directors recommend the Resolutions as set out at item no. 3 for your approval.

As prescribed by the Ministry of Corporate Affairs (MCA) Circular No. 20/2020 dated May 5, 2020, the copies of the resolutions passed at the meeting of the Nomination and Remuneration Committee and the Board of Directors shall be made available for inspection of the Members through electronic mode.

This Explanatory Statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

None of the Directors, Key Managerial Personnel of the Company, and any relatives of such Director, Key Managerial Personnel are in anyway concerned or interested (financial & otherwise) in the resolution, except Dr. Devlina Chakravarty, Managing Director of the Company, to the extent of the Stock Options to be granted under the Plan.

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

Place: Gurugram
Date: February 4, 2021

**sd/-
Shilpa Budhia
Company Secretary & Compliance Officer
Mem. No. - A23564**