

ARTEMIS MEDICARE SERVICES LIMITED

Regd. Office: Plot No. 14, Sector 20, Dwarka, South West Delhi – 110 075

CIN: L85110DL2004PLC126414, Website: www.artemishospitals.com

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NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 18th Annual General Meeting (“AGM”) of the Members of ARTEMIS MEDICARE SERVICES LIMITED (“the Company”) will be held on Wednesday, 13th July, 2022, at 3.00 P.M. IST through Video Conferencing (“VC”)/ Other Audio Visual Means (“OAVM”) for which purpose the Registered Office of the Company situated at Plot No. 14, Sector 20, Dwarka, South West Delhi – 110 075 shall be deemed as the venue for the Meeting and the proceedings of AGM shall be deemed to be made thereat, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements (Standalone and Consolidated) of the Company for the financial year ended 31st March, 2022 and the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Dr. Nirmal Kumar Ganguly (DIN: 02316154), who retires by rotation, and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. To ratify the payment of remuneration to the Cost Auditor for the FY 2022-23 and in this regard to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration of ₹ 1,50,000/- (Rupees One Lac Fifty Thousand only) excluding Taxes plus reimbursement of out of pocket expenses, if any paid/to be paid to the Cost Auditor, M/s. Chandra Wadhwa & Co., Cost Accountants, New Delhi (FRN:000239), who were appointed by the Board of Directors of the Company for carrying out Cost Audit for the FY 2022-23 be and is hereby ratified and approved.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution”.

4. To approve the Consultancy fees payable to Dr. Nirmal Kumar Ganguly (DIN: 02316154), Non-Executive Director of the Company and in this regard to consider and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 188 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with rules made thereunder and pursuant to the provisions of Regulation 17 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and pursuant to the recommendation of the Nomination & Remuneration Committee, Audit Committee and Board of Directors of the Company, approval of the members of the Company be and is hereby accorded for payment of consultancy fees to Dr. Nirmal Kumar Ganguly (DIN: 02316154), Non-Executive Director of the Company holding office of place of profit, for an amount not exceeding ₹ 25,00,000/- (Rupees Twenty-Five Lacs Only) for the financial year 2022-23, being in excess of fifty percent of the total annual remuneration payable to all Non-Executive Directors of the Company.

RESOLVED FURTHER THAT the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorised ‘Committee’ thereof) of the Company, be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution”.

5. To approve the Perquisite value arising from exercise of Stock options by Dr. Devlina Chakravarty (DIN: 07107875) Managing Director of the company and in this regard to consider and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to other regulations, sanctions, if any, read with the special resolutions passed by the members of the Company through Postal ballot on 24th March, 2020 and 14th March, 2021 for approval of terms of appointment and remuneration of Dr. Devlina Chakravarty (DIN: 07107875) as Managing Director of the Company for five years w.e.f. 1st April, 2020 and for grant of Employee Stock Options under Artemis Medicare Stock Option Plan 2021 (ESOP Plan 2021) respectively, the consent of members of the Company be and is hereby accorded for payment of remuneration to Dr. Devlina Chakravarty (DIN: 07107875) Managing Director of the Company, in the nature of perquisites, which may arise as a result of allotment of shares pursuant to exercise of Stock Options on or before 31st March, 2023 i.e., during the financial year 2022-23, vested with her on 1st April, 2022 under ESOP Plan 2021, which is over and above of the existing remuneration payable to Dr. Devlina Chakravarty already approved by the shareholders, notwithstanding that the aggregate remuneration including perquisites on exercise of Stock Options under ESOP Plan 2021, may exceed the limits permissible under section 197 read with Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during her term of appointment, remuneration as approved to be paid to Dr. Devlina Chakravarty (DIN: 07107875), Managing Director, shall be considered as the minimum remuneration, in accordance with the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT the other terms and conditions, as approved by the shareholders with respect to the appointment and remuneration of Dr. Devlina Chakravarty, Managing Director on 24th March, 2020 shall remain the same.

RESOLVED FURTHER THAT the Board/Nomination and Remuneration Committee be and is hereby authorized to take all such steps as it may in its absolute discretion think necessary, proper or expedient to give effect to this resolution and to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution and to seek such approval/ consent as may be required in this regard.”

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

**Place : Gurugram
Date : 4th June, 2022**

**Sd/-
Shilpa Budhia
Company Secretary
ACS No.: 23564**

NOTES:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Ministry of Corporate Affairs (MCA) Circular No. 14/2020 dated 8th April, 2020, MCA Circular No.17/2020 dated 13th April, 2020, followed by MCA Circular No. 20/2020 dated 5th May, 2020, MCA Circular No. 02/2021 dated 13th January, 2021, MCA Circular No. 21/2021 dated 14th December, 2021 and MCA Circular No. 2/2022 dated 5th May, 2022 and all other relevant circulars issued from time to time, physical attendance of the Members to the Annual General Meeting (AGM) venue is not required and general meeting be held through Video Conferencing (VC) or Other Audio Visual Means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated 8th April, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. AGM is being convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated 8th April, 2020, MCA Circular No. 17/2020 dated 13th April, 2020, MCA Circular No. 20/2020 dated 5th May, 2020 and MCA Circular No. 2/2021 dated 13th January, 2021, MCA Circular No. 21/2021 dated 14th December, 2021 and 2021 and MCA Circular No. 2/2022 dated 5th May, 2022.

4. In compliance with MCA Circular No. 2/2022 dated 5th May, 2022 and other relevant Circulars previously issued by the MCA and SEBI Circular No. SEBI/HO/DDHS/P/CIR/2022/0063 dated 13th May, 2022 and other relevant Circulars previously issued by SEBI and owing to the difficulties involved in dispatching of physical copies of the financial statements including Board's Report, Auditor's report or other documents required to be attached therewith (together referred to as Annual Report FY 2021-22) and Notice of AGM are being sent in electronic mode to Members whose e-mail address is registered with the Company, Company's Registrars and Transfer Agents or the Depository Participant(s).
5. The Members can join the AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated 8th April, 2020, 13th April, 2020 and 5th May, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
8. In line with the Ministry of Corporate Affairs Circular No. 17/2020 dated 13th April, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.artemishospitals.com The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
9. Corporate Members are requested to send a scan copy of duly certified copy of the Board resolution/authority letter authorizing their representative(s) to attend and vote on their behalf at the meeting.
10. The relevant explanatory statement pursuant to Section 102 of the Companies Act, 2013, in respect of the special business set out above is annexed hereto.
11. All documents referred to in the notice can be obtained for inspection through secured mode by writing to the Company at its email ID investor@artemishospitals.com till the date of the meeting.
12. During the AGM, the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 ("the Act"), the Register of Contracts or arrangements in which Directors are interested under Section 189 of the Act and other documents as mentioned in the notice along with explanatory statement shall be available for inspection upon login at NSDL e-Voting system at <https://www.evoting.nsdl.com/>.
13. The shares of the Company are under compulsory demat list of Securities & Exchange Board of India. The trading in equity shares can now only be done in demat form. In case you do not hold shares in demat form, you may do so by opening an account with a Depository Participant and complete dematerialisation formalities.
14. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January, 2022, has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed dividend 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 to the Company's Registrar and Transfer Agents, Alankit Assignments Limited. It may be noted that any service request can be processed only after the folio is KYC Compliant.

15. Members are requested to intimate 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 details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.,:
- For shares held in electronic form: to their Depository Participants (DPs)
 - For shares held in physical form: to the Company/ Registrar and Transfer Agent in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated 3rd November, 2021.
The Company has sent communication to shareholders in this regard.
16. SEBI vide its notification dated 24th January, 2022 has mandated that 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 Registrar & Transfer Agents, for assistance in this regard.
17. The Notice of AGM and the copies of Audited Financial Statements, Board's Report, Auditor's Report etc. will also be displayed on the website www.artemishospitals.com of the Company.
18. As per the provisions of Regulation 39 (4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule VI of the aforesaid Regulations, the unclaimed/undelivered shares lying in possession of the Company had been dematerialised and transferred into an "Unclaimed Suspense Account". Members who have not yet claimed their shares are requested to immediately approach the Company by forwarding a request letter duly signed by all the Members furnishing the necessary details to enable the Company to take necessary action. Further, the Company is sending reminder letters to the shareholders who are holding shares in Physical form to claim their Share certificates post sub-division of Equity shares from face value of ₹ 10/- each to face value of ₹ 1/- each. The unclaimed/undelivered shares lying in possession of the Company will be dematerialised and transferred into an "Unclaimed Suspense Account" after the expiry of one month from the 3rd Reminder letter sent/to be sent by the Company.
19. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to submit their PAN details to the Company.
20. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or staying abroad or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for a long period. The statement of holdings should be obtained from the concerned Depository Participants and holdings should be verified periodically.
21. Nomination Facility: As per the provisions of Section 72 of the Act and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, as amended, Members holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's Registrar and Share Transfer Agent. In respect of shares held in dematerialized form, the nomination form may be filed with the respective Depository Participant.
22. Information under Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings, in respect of the Directors seeking appointment/re-appointment including variation of the terms of remuneration at the AGM, forms integral part of the Notice and is provided at the end of the Notice. The concerned Directors have furnished the requisite declarations for their appointment and their brief profile forms part of the explanatory statement.
23. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice
- 24. PROCEDURE FOR REMOTE E-VOTING, E-VOTING DURING THE AGM AND ATTENDING THE AGM THROUGH VC/OAVM:**

In compliance with Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Circulars issued by the Ministry of Corporate Affairs dated 8th April, 2020, 13th April, 2020 and 5th May, 2020, the Company has provided a facility of casting the votes by the Members using an electronic voting system from a place other than the venue of AGM ("remote e-Voting") through the electronic voting service facility arranged by NSDL.

The facility of casting votes by a Member using remote e-Voting as well as e-Voting on the day of the AGM will be provided by NSDL.

The Members attending the AGM who have not already cast their vote by remote e-Voting shall be able to exercise their right at the meeting.

The Members who have cast their vote by remote e-Voting prior to the meeting may also attend the AGM but shall not be entitled to cast their vote again.

In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.

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

The remote e-voting period begins on Sunday, 10th July, 2022 at 10:00 A.M. IST and ends on Tuesday, 12th July, 2022 at 05:00 P.M IST. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Wednesday, 6th July, 2022 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Wednesday, 6th July, 2022.

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





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

Step 1: Access to NSDL e-Voting system

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

In terms of SEBI circular dated 9th December, 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"> Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDEAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDEAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDEAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div data-bbox="730 986 1166 1239" style="text-align: center; border: 1px solid black; padding: 5px;"> <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will also be able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective e-Voting service provider i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

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

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

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

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

4. Your User ID details are given below :

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

5. Password details for shareholders other than Individual shareholders are given below:
 - 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 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 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 and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
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 to deepak.kukreja@dmkassociates.in with a copy marked to evoting@nsdl.co.in. 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.nsdl.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.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Soni Singh at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories 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), AADHAR (self attested scanned copy of Aadhar Card) by email to 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), AADHAR (self attested scanned copy of Aadhar Card) to investor@artemishospitals.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated 9th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

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

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

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

In case of any grievance connected with the facility for voting by electronic means, Members can directly contact Ms. Soni Singh, NSDL, 4th Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai- 400013. email id: evoting@nsdl.co.in, Toll free no.: 1800 1020 990 and 1800 22 44 30. Members may also write to the Company Secretary at the email id: investor@artemishospitals.com.

PROCEDURE FOR REGISTRATION OF E-MAIL ADDRESS OF MEMBERS AND GETTING COPY OF NOTICE OF AGM AND ANNUAL REPORT FY 2021-22.

1. Members, who are holding shares in physical/electronic form and their e-mail addresses are not registered with the Company/ their respective Depository Participants, are requested to register their e-mail addresses at the earliest by sending scanned copy of a duly signed letter by the Member(s) mentioning their name, complete address, 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., Aadhar Card, Driving Licence, Election Card, Passport, Utility Bill or any other Govt. document in support of the address proof of the Member as registered with the Company for receiving the Annual Report FY 2021-22 along with AGM Notice by email to investor@artemishospitals.com. Members holding shares in demat form can update their email address with their Depository Participants.
2. Please note that the updation/registration of email addresses on the basis of the above scanned documents will be only for the purpose of sending the Notice of 18th AGM and Annual Report for FY 2021-22 and thereafter shall be disabled from the records of the Registrar and Share Transfer Agents (RTA) immediately after the AGM. The Member(s) will therefore be required to send the email ID updation request along with hard copies of the aforesaid documents to RTA for actual registration in the records to receive all the future communications including Annual Reports, Notices, Circulars, etc. from the Company electronically.
3. A Member can also register his email address and contact details with us, by writing to us addressed to the Secretarial Department at our Corporate Office, or at our email ID: investor@artemishospitals.com. This will help us in prompt sending of notices, annual reports and other shareholder communications in electronic form.

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

1. As the AGM is being conducted through VC/OAVM, members are encouraged to express their views/ send their queries in advance mentioning their Name, DP Id and Client Id/Folio No., e-mail id, mobile number at investor@artemishospitals.com to enable smooth conduct of proceedings at the AGM. Questions/Queries received by the Company on or before 6th July, 2022 on the aforementioned e-mail id shall only be considered and responded to during the AGM.
2. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their Name, DP ID and Client ID/ Folio Number, PAN, Mobile Number at investor@artemishospitals.com on or before 6th July, 2022. Those Members who have registered themselves as a Speaker will only be allowed to express their views/ask questions during the AGM.
3.
 - I. The Company reserves the right to restrict the number of questions and number of speakers, depending on the availability of time for the AGM.
 - II. The e-voting period commences on Sunday, 10th July, 2022 (10:00 A.M. IST) and ends on Tuesday, 12th July, 2022 (5:00 P.M. IST). During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 6th July, 2022, may cast their vote electronically. The e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
 - III. The voting rights of Members shall be as per the number of equity shares held by Members as on the cut-off date of Wednesday, 6th July, 2022.
 - IV. Mr. Deepak Kukreja, Partner, DMK Associates, Practicing Company Secretary, has been appointed as the Scrutinizer to scrutinize the e-Voting process in a fair and transparent manner.

- V. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-Voting and e-Voting in the presence of at least two witnesses not in the employment of the Company and make, not later than 2 working days of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall counter sign the same.
- VI. The Results shall be declared by the Chairman or the person authorised by him in writing not later than 2 working days of conclusion of the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website (www.artemishospitals.com) and on the website of NSDL (www.evoting.nsdl.com) and forward the same to concerned stock exchanges immediately after the result is declared by the Chairman. Members may also note that the Notice of the 18th AGM and the Annual Report FY 2021-22 will be available on website of the Company and NSDL.
- VII. Any person, who acquires shares of the Company and becomes Member of the Company after sending of the notice and holding shares as on the cut-off date i.e. Wednesday, 6th July, 2022, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or to the Company. However, if he/she is already registered with NSDL for remote e-Voting then he/ she can use his/her existing User ID and Password for casting the vote. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".
- VIII. In case of any grievance connected with the facility for voting by electronic means, Members can directly contact Ms. Soni Singh, NSDL, 4th Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013. Email ID: evoting@nsdl.co.in, Toll free no.: 1800 1020 990 and 1800 22 44 30. Members may also write to the Company Secretary at the email ID: investor@artemishospitals.com.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**ITEM NO. 3**

The Company is required to have the audit of its Cost Records conducted by a Cost Accountant in practice under Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014.

The Board at its meeting held on 11th May, 2022, on the recommendation of the Audit Committee, had re-appointed M/s. Chandra Wadhwa & Co., Cost Auditors for carrying out Cost Audit of the Company for the financial year 2022-23 at a remuneration of ₹ 1,50,000/- (Rupees One Lac Fifty Thousand only) excluding taxes plus reimbursement of out of pocket expenses.

In accordance with provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration of the Cost Auditors which is recommended by the Audit Committee has been considered and approved by the Board of Directors and subsequently, submitted for ratification by the Members.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at item no. 3 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2023.

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

The Board of Directors recommends the resolution set out at item no. 3 of the Notice for your consideration and ratification by way of Ordinary Resolution.

ITEM NO. 4

As per Section 188(1)(f) of the Companies Act, 2013, the Related Party's appointment to any office or place of profit shall require prior approval of the Audit Committee and Board of Directors and in case of remuneration exceeding threshold limit as prescribed in Rule 15 of the Companies (Meetings of the Board and its Powers) Rules, 2014, the approval of the shareholders of the Company is also required.

Pursuant to Regulation 17(6)(ca) and other applicable provisions, if any of the SEBI (Listing Obligations and Disclosure Requirements), 2015, approval of the Members by way of Special Resolution is required every year, if the annual remuneration payable to a single Non-Executive Director in that year exceeds 50% of the total annual remuneration payable to all the Non-Executive Directors taken together.

The members may also note that the Company has engaged the services of Dr. Nirmal Kumar Ganguly (DIN: 02316154), Non-Executive Director of the Company holding office or place of profit, for Research (Clinical and Non-Clinical) and Education activities at Company's Hospital in Gurugram on payment of Consultancy Services for an amount not exceeding ₹ 25 Lacs for the FY 2022-23, which also exceeds 50% of the total annual remuneration payable to all Non-Executive Directors.

The above transaction with the related party has been approved by the Nomination & Remuneration Committee, Audit Committee and the Board of Directors of the Company.

The details about the said related party transactions as required under Rule 15(3) of the Companies (Meetings of the Board and its Powers) Rules, 2014, are furnished below:

1.	Name of the Related Party	:	Dr. Nirmal Kumar Ganguly
2.	Name of Director/Key Managerial Personnel who is related, if any	:	None of the Directors or Key Managerial Personnel of the Company and their relatives, except Dr. Nirmal Kumar Ganguly, are directly or indirectly, concerned or interested, financially or otherwise in the resolution.
3.	Nature of Relationship	:	Not Applicable
4.	Nature, material terms, monetary value and particulars of the contract or arrangement	:	An amount not exceeding ₹ 25 Lacs for the FY 2022-23 is proposed to be paid to Dr. Nirmal Kumar Ganguly for Research (Clinical and Non-Clinical) and Education activities at Company's Hospital in Gurugram in the form of Consultancy Fees. The terms and conditions remain the same as approved by the members for the FY 2021-22.
5.	Any other information relevant or important for the members to take a decision on the proposed resolution	:	The proposed fee is in line with the services rendered/to be rendered by Dr. Nirmal Kumar Ganguly. This transaction would be in the ordinary course of business and on arm's length basis.

Approval of Members by way of a Special Resolution is sought to the resolution as set out at Item No. 4 of the Notice.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Dr. Nirmal Kumar Ganguly himself is concerned or interested (financial or otherwise) in the resolution.

The Board of Directors recommends the Resolution set out at Item No. 4 of the Notice for your consideration and approval by way of Special Resolution.

ITEM NO. 5

The members of the Company approved the Artemis Medicare Management Stock Option Plan 2021 (ESOP Plan 2021) through Postal Ballot on 14th March, 2021.

Accordingly, the Nomination and Remuneration Committee granted 69,67,000 Stock Options (Adjusted post sub-division of equity shares of face value of ₹ 10/- each to face value of ₹ 1/- each) to Dr. Devlina Chakravarty, Managing Director on 1st April, 2021, for incentivizing, inducing and rewarding her to contribute effectively towards the future growth and profitability of the Company which had to be vested over a period of 4 years.

Out of these Stock Options, 17,41,750 Stock Options have vested on 1st April, 2022 and the balance Stock Options would vest till 31st March, 2025.

The perquisite arising on account of exercise of the stock options is considered as remuneration as per the definition of 'remuneration' mentioned in Section 2(78) of the Companies Act, 2013. Accordingly, the Shareholders vide their resolution dated 14th March, 2021 also approved increasing the limit of Managerial Remuneration for an amount of ₹ 4 crore under Section 197(1) and Section 197(1)(ii)(A) to enable Dr. Devlina Chakravarty, Managing Director to exercise the Stock Options granted to her under Artemis Medicare Management Stock Option Plan 2021 (ESOP Plan 2021) and arise on exercise of the Options during the exercise period extending between 1st April, 2022 and 31st March, 2023.

Owing to the fact that it is very difficult to ascertain the exact amount of perquisite that would accrue on account of exercise of the Stock Options at a future date considering the fluctuation in the share prices of the Company, the Nomination & Remuneration Committee and Board of Directors of the Company have approved the proposal for seeking consent of shareholders for payment of

remuneration to Dr. Devlina Chakravarty in the nature of perquisites, which may arise as a result of allotment of shares pursuant to exercise of Stock Options on or before 31st March, 2023 vested with her on 1st April, 2022 under ESOP Plan 2021, based on the market price of the shares from time to time and in such manner as may be approved or decided by the Nomination and Remuneration Committee/ Board of Directors, which is over and above the existing remuneration already approved by the shareholders.

The remuneration (including perquisite(s) arising as a result of allotment of shares pursuant to exercise of Stock Options granted under ESOP Plan 2021, payable to Dr. Devlina Chakravarty may exceed the limits permissible under section 197 read with Schedule V of the Companies Act, 2013, for the financial year 2022-23, accordingly requisite disclosures as required under Schedule V forms part of the explanatory statement. The other terms and conditions in connection with appointment and remuneration of Dr. Devlina Chakravarty, shall remain the same as approved earlier by the shareholders on 24th March, 2020.

It is clarified that the remuneration payable to Dr. Devlina Chakravarty may exceed the above said permissible limits only on account of exercise of the existing options granted to her. There is no other proposal to grant any additional options to Dr. Devlina Chakravarty. It is also important to note that perquisite arising on account of exercise of ESOPs doesn't results in any cash flow from the Company.

Therefore, the approval of the members of the Company by way of a special resolution is sought to the resolution as set out at Item No. 5 of the Notice.

Further in accordance with the requirement of Schedule V and Secretarial Standards, requisite information is provided below:

I.	GENERAL INFORMATION						
1.	Nature of Industry	The Company is engaged in the business of operating chain of Hospitals & Clinics.					
2.	Date or expected date of commencement of commercial production	The Company was incorporated on 18 th May, 2004 as a Private Limited Company and was converted into a Public Limited Company on 5 th October, 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	₹ in Lacs					
		FY 2021-22		FY 2020-21		FY 2019-20	
		Standalone	Consolidated	Standalone	Consolidated	Standalone	Consolidated
	Revenue from operations	54,478.40	55,480.12	40206.37	40840.34	56,309.09	56,501.79
	Profit Before Tax	3,880.89	3,718.48	890.59	753.02	3,196.54	3,062.91
	Profit After Tax	3,257.73	3,140.15	708.71	616.00	2,042.83	1,946.01
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 DR. DEVLINA CHAKRAVARTY	
1.	Background details	<p>Dr. Devlina Chakravarty joined the Company as Consultant-Radiology & 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. 2nd April, 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 1st April, 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	₹ 490.29 Lacs for FY 2021-22 and ₹ 508.99 Lacs for FY 2020-21
3.	Recognition or awards	DMRD Topper Mumbai University.
4.	Job profile and her suitability	<p>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.</p>
5.	Remuneration proposed	As detailed in the above special resolution
6.	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.
7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Except to the extent of her employment and payment of remuneration from the Company, Dr. Devlina Chakravarty does not have any pecuniary relationship directly or indirectly with the Company.
8.	Key terms and conditions of appointment / reappointment	The terms and conditions of appointment and remuneration of Dr. Devlina Chakravarty remains the same as approved by the Members by way of Postal Ballot on 24 th March, 2020 including the grant of ESOPS as approved by the Members by way of Postal Ballot on 14 th March, 2021.

III.	OTHER INFORMATION	
1.	Reasons of loss or inadequate profits	The Company had not achieved adequate profits during this financial year due to COVID 19 pandemic and travel restrictions on International Patients. 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	The Company continuously undertakes 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: <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 and also opening single speciality centres in NCR and other Tier-1 cities.
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 resumed 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.

As prescribed by the Ministry of Corporate Affairs (MCA) Circular No. 20/2020 dated 5th May, 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 or Key Managerial Personnel of the Company or their relatives except Dr. Devlina Chakravarty herself is concerned or interested (financial or otherwise) in the resolution.

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

DETAILS OF DIRECTORS INCLUDING MANAGING DIRECTOR SEEKING APPOINTMENT/RE-APPOINTMENT INCLUDING VARIATION OF THE TERMS OF REMUNERATION AS REQUIRED UNDER REGULATION 36 OF THE LISTING REGULATIONS & SECRETARIAL STANDARD-2 ON GENERAL MEETINGS

Name of the Directors	Dr. Nirmal Kumar Ganguly	Dr. Devlina Chakravarty
Age	80 years	54 years
Date of Appointment on the Board	10 th February, 2014	02 nd April, 2015
Qualifications	MBBS, MD (Microbiology), DSc (HC)	MD, DNB, DMRD, Radiologist
Expertise	A Doctor and distinguished Biotechnology Research Professor at the National Institute of Immunology, New Delhi and also the President of Jawaharlal Institute of Post Graduate Medical Education and Research, Pondicherry with more than 35 years of experience in the field.	Dr Devlina Chakravarty started her career in 1993 as a radiologist trained from Mumbai University. She did fellowships/preceptorship programmes from University of Berlin (Germany), UCLA (Los Angeles) and Brigham & Women (Boston) in Head and Neck & Body Imaging. She worked as senior faculty and Programme Director in Radiology in different reputed hospitals in Delhi before joining the Company.

Name of the Directors	Dr. Nirmal Kumar Ganguly	Dr. Devlina Chakravarty
Directorships held in other public companies including private companies which are subsidiaries of public companies (excluding foreign companies)	I. Sapien Biosciences Private Limited II. Pushpawati Singhanian Hospital & Research Institute III. International Biotech Park Limited IV. NCD Predisease Forum	I. Artemis Cardiac Care Private Limited II. Classic Industries and Exports Limited
Directorships held in listed entities from which the person has resigned in the past three years	Nil	NIL
Memberships/ Chairmanships of committees across all companies	Artemis Medicare Services Limited	
	Corporate Social Responsibility Committee	Member
	Stakeholders Relationship Committee	Member
	Business Responsibility Committee	Member
	Risk Management Committee	Member
	Artemis Medicare Services Limited	
	Corporate Social Responsibility Committee	Member
	Stakeholders Relationship Committee	Member
	Business Responsibility Committee	Chairperson
	Risk Management Committee	Chairperson
Number of Meetings attended during the year	4 out of 4 during the Financial Year	4 out of 4 during the Financial Year
Key terms and conditions of appointment / reappointment	Non-Executive Director, liable to retire by rotation.	Managing Director, not-liable to retire by rotation.
Remuneration sought to be paid	Detailed in item no. 4 of the Notice	Detailed in item no. 5 of the Notice
Remuneration last drawn	₹ 23 Lacs (Includes Consultancy and Sitting Fees both)	₹ 490.29 Lacs
Numbers of Shares held in the Company	NIL	3,76,000 (Includes 3,00,000 shares allotted but not listed as on the date of AGM notice)
Relationships between directors inter-se	Not Applicable	Not Applicable