

ARTEMIS MEDICARE SERVICES LTD.

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

CIN: U85110DL2004PLC126414 | E-mail id : info@artemishealthsciences.com

Website: www.artemishospitals.com

NOTICE

NOTICE is hereby given that the 11th Annual General Meeting of the members of **Artemis Medicare Services Limited** will be held as under:-

DAY	:	TUESDAY
DATE	:	04th AUGUST, 2015
TIME	:	11:00 A. M.
PLACE	:	414/1, 4TH FLOOR, DDA COMMERCIAL COMPLEX, DISTRICT CENTRE, JANAK PURI, NEW DELHI-110 058

to transact the following businesses:-

ORDINARY BUSINESS:

1. To consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2015, the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. P. N. Wahal (DIN : 00058886), who retires by rotation, and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Ms. Shalini Kanwar Chand (DIN : 00015511), who retires by rotation, and being eligible, offers herself for re-appointment.
4. To ratify the appointment of the Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:-

“RESOLVED THAT the appointment of M/s. S. P. Puri & Co., Chartered Accountants, New Delhi (FRN No. 001152N), be and is hereby ratified as Auditors of the Company to hold office until the conclusion of the next Annual General Meeting of the Company for auditing the Accounts for the financial year 2015-2016 and that the Board of Directors/Committee of the Board be and is hereby authorized to fix their remuneration plus travelling and out of pocket expenses to be incurred by them in connection with statutory audit and/or continuous audit and also to fix such other remuneration, as may be decided to be paid by the Board/Committee of the Board, for performing duties assigned and permissible under the Companies Act, 2013 other than those referred to hereinabove.”

5. To consider and if thought fit, to pass the following resolution, as an Ordinary Resolution to authorize the Board for appointment of Branch Auditor(s) for overseas branch office(s) and to fix their remuneration:-

“RESOLVED THAT pursuant to the provisions of Section 143(8) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, read with Companies (Audit and Auditors) Rules, 2014, the Board be and is hereby authorized to appoint Branch Auditor(s) to conduct the audit of accounts of branch office(s) of the Company situated in countries other than India, in accordance with the laws of such country(s), in consultation with Company’s Auditors’, to hold office until the conclusion of next Annual General Meeting of the Company, at a remuneration as may be fixed by the Board.”

SPECIAL BUSINESS:

6. To consider and if thought fit, to pass the following resolution, as an **Ordinary Resolution** for appointment of Mr. Ugar Sain Anand (DIN -02055913) as an Independent Director:-

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force), Mr. Ugar Sain Anand (DIN: 02055913), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. 25th February 2015, in terms of Section 161 of the Act whose term of office expires at the forthcoming Annual General Meeting, however the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director in the ensuing Annual General Meeting, be and is hereby appointed as an Independent Director of the Company, to hold office for a term of (5) five years with effect from August 4, 2015 up to August 3, 2020.”

7. To consider and if thought fit, to pass the following resolution as a **Ordinary Resolution** for ratification of payment of remuneration to the Cost Auditor for the financial year 2015-16:-

“RESOLVED THAT pursuant to the requirements of Section 148 and all other applicable provisions of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. Chandra Wadhwa & Co., Cost Accountants, New Delhi (ICWA Firm Registration No. 000239), the Cost Auditor appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year ending March 31, 2016, be paid the remuneration of Rs. 90,000/- plus service tax as applicable.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

By Order of the Board
For Artemis Medicare Services Ltd.



(Navneet Goel)
Company Secretary

Place: Gurgaon
Date: 01st May, 2015
Registered office:
414/1, 4th Floor,
DDA Commercial Complex,
District Centre, Janak Puri
New Delhi – 110 058
CIN: U85110DL2004PLC126414
E-mail: info@artemishealthsciences.com

NOTES:

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

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

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

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

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

Item No. 6

Mr. U.S. Anand, was appointed as an additional Director of the Company w.e.f. February 25, 2015, and holds the office upto the date of this Annual General Meeting, pursuant to Section 161 of the Companies Act, 2013. Further, the Nomination and Remuneration Committee after consideration has recommended to the Board of Directors the appointment of the above referred Director as an Independent Director within the meaning of Sections 149 of the Companies Act, 2013 read with Schedule IV attached thereto and Rules made there under, not subject to retirement by rotation, and the Board of Directors in their meeting held on May 01, 2015 after consideration has recommended to appoint him as an Independent Director within the meaning of section 149 and 152 of the Companies Act 2013 read with schedule IV attached thereto and Rules made thereunder, not subject to retirement by rotation, for a term of 5 (five) consecutive years from August 4, 2015 up to August 3, 2020.

The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from Member along with a deposit of requisite amount proposing the candidature of Mr. U.S. Anand to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Company has received from Mr. U. S. Anand a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

Mr. U.S. Anand is a Chartered Accountant by profession and a member of Institute of Chartered Accountants. In the opinion of the Board, Mr. U.S. Anand fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment and as an Independent Director of the Company. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mr. U.S. Anand as an Independent Director.

The copy of the resolutions passed by the Board of Directors approving the appointment of said Director and copy of the draft letter of appointment of Mr. U.S. Anand as an Independent Director is available for inspection by the members of the Company at its registered office between 11:00 am to 01:00 pm on all working days (except Saturdays, Sundays and Holidays) upto the date of Annual General Meeting.

Accordingly, the Board of Directors recommends Ordinary Resolution set out at item No.6 to the Notice for approval of the Members.

Except Mr. U.S. Anand, none of the Directors, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in passing of the said resolution.

Item No. 7

The Board at its meeting held on May 01, 2015, on the recommendation of the Audit Committee, has re-appointed M/s. Chandra Wadhwa & Co., Cost Accountants for carrying out Cost Audit of the Company for the financial year 2015-16 on remuneration of Rs. 90,000/- plus service tax as applicable.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the Members of the company.

Accordingly, consent of the Members is sought for passing an ordinary resolution as set out at Item No.7 of the Notice for ratification of the remuneration payable to the cost auditors for the financial year ending 31st March 2016.

None of the Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

By Order of the Board
For Artemis Medicare Services Ltd.



(Navneet Goel)
Company Secretary

Place: Gurgaon
Date: 01st May, 2015

Registered office:
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PROXY FORM

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

Name of the Member(s) :
Registered address :
Folio No. / Client ID No : **E-mail id :**
DP ID No.

I/We , being the member(s) of number of shares of Artemis Medicare Services Limited, hereby appoint

1. **Name :**
Address :
E-mail ID : **Signature :**
 Or failing him

2. **Name :**
Address :
E-mail ID : **Signature :**
 Or failing him

as my/our proxy to vote (on a poll) for me/us and on my/our behalf at the 11th Annual General Meeting of the Company to be held on Tuesday, 04th August, 2015 at Registered Office at 414/1, 4th Floor, DDA Commercial Complex, District Centre, Janak Puri, New Delhi-110 058 and at any adjournment thereof in respect of such resolutions as are indicated below:

Item No. & Particulars	Vote in favour	Vote in against
Item no. 1 - To consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2015, the reports of the Board of Directors and Auditors thereon		
Item no. 2 - To appoint a Director in place of Mr. P. N. Wahal (DIN 00058886), who retires by rotation, and being eligible, offers himself for re-appointment		
Item no. 3 - To appoint a Director in place of Ms. Shalini Kanwar Chand (DIN 00015511), who retires by rotation, and being eligible, offers herself for re-appointment.		
Item no. 4 - To ratify the appointment of the Auditors and fix their remuneration		
Item no. 5 - To consider to authorize the Board for appointment of Branch Auditor(s) for overseas branch office(s) and to fix their remuneration		
Item no. 6 - To consider appointment of Mr. Ugar Sain Anand (DIN - 02055913) as an Independent Director		

Affix Revenue Stamp

Item no. 7 - To consider ratification of payment of remuneration to the Cost Auditor for the financial year 2015-16		
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Signed this day of 2015

Signature of the Shareholder Signature of Proxy Holder

Notes :

- (1) The proxy must be deposited at the Registered Office of the Company not less than Forty Eight hours before the commencement of the Meeting.
- (2) Those members who have multiple folios with different joint holders may use copies of this Attendance Slip/Proxy.

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ATTENDANCE SLIP

(To be presented at the entrance)

11th Annual General Meeting of the Company held on Tuesday, 04th August, 2015 at Registered Office at 414/1, 4th Floor, DDA Commercial Complex, District Centre, Janak Puri, New Delhi-110 058

Folio No. DP ID No. Client ID No.

Name of the Member Signature

Name of the Proxyholder Signature

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