#### ARTEMIS MEDICARE SERVICES LIMITED

Regd. Office: 414/1, 4<sup>th</sup> Floor, DDA Commercial Complex, District Centre, Janak Puri, New Delhi–110058 CIN: U85110DL2004PLC126414 | Email:info@artemishospitals.com

Website: www.artemishospitals.com

## **NOTICE**

Notice is hereby given that the 12<sup>th</sup> Annual General Meeting of the members of **Artemis Medicare Services Limited** will be held as under:

DAY : Friday

DATE : 5<sup>th</sup> August, 2016

TIME : 11:00 A.M

PLACE: 414/1, 4TH FLOOR,

DDA COMMERCIAL COMPLEX, DISTRICT CENTRE, JANAKPURI

**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, 2016, the reports of the Board of Directors and Auditors thereon.
- 2. To appoint a Director in place of Dr. Nirmal Kumar Ganguly (DIN: 03406994), who retires by rotation, and being eligible, offers himself for re-appointment.
- 3. 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 pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Rules framed there under, as amended from time to time, 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 2016-2017 and that the Board of Directors/Committee of the Board be and are 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."

### **SPECIAL BUSINESS:**

4. To consider revision in remuneration of Dr. Devlina Chakravarty, Whole-Time Director designated as Executive Director and in this regard to consider and if thought fit, with or without modification, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 2(94), 196, 197, 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 (the 'Act') and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Articles of Association of the Company, and subject to such other approval(s), sanction(s) and permission(s), as may be applicable/required, and subject to such conditions and modifications, as may be prescribed or imposed by any of the authorities including the Central Government in granting such approvals, permissions and sanctions, based on the recommendation of the Board of Director's in their meeting held on 10<sup>th</sup> May, 2016, the consent of the Members of the Company be and are hereby accorded to increase the maximum limit of the remuneration to be payable to Dr. Devlina Chakravarty (DIN: 07107875), the Whole-time Director designated as 'Executive Director' of the Company during the period of (3) Three years with effect from 1st April 2017 to 31st March 2020 (both days inclusive) for an amount not exceeding Rs 6.0 Crores (Rupees Six Crores Only) per annum on terms & conditions as set out in the Explanatory Statement attached to the Notice convening this meeting, with liberty to the Board of Directors (hereinafter referred as 'Board' which term shall include a committee thereof authorized for the purpose) to vary and/or to modify remuneration as they may deem fit and as may be acceptable to Dr. Devlina Chakravarty.

**RESOLVED FURTHER THAT** pursuant to Section II of Part II of Schedule V and other applicable provisions, if any, of the Act, where in any financial year during the tenure of Dr. Devlina Chakravarty, Whole-time Director designated as 'Executive Director', the Company has no profits or its profits are inadequate, the Board may subject to receipt of the requisite approvals including approval of the Central Government, if any, pay to her the remuneration, as set out in the Explanatory Statement attached to the Notice convening this meeting, as the minimum remuneration by way of salary, perquisites, performance pay, other allowances and benefits as specified in the terms and conditions and that the perquisites pertaining to contribution to provident fund, superannuation fund or annuity fund, if any, gratuity and leave encashment shall not be included in the computation of the aforesaid minimum remuneration, during the period of three years commencing from 1<sup>st</sup> April 2017 to 31<sup>st</sup> March 2020.

**FURTHER RESOLVED THAT** the Board be and is hereby authorized to do all such acts and things as, in its absolute discretion, may be considered necessary, expedient or desirable, including power to sub-delegate, in order to give effect to the foregoing resolution or otherwise considered by the Board to be in the best interest of the Company."

5. To consider appointment of Mr. Akshay Kumar Chudasama (DIN 00010630) as an Independent Director 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** pursuant to the provisions of Sections 149, 150, 152, 161 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Akshay Kumar Chudasama (DIN 00010630), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. 6<sup>th</sup> November, 2015, in terms of Section 161 of the Companies Act, 2013 and whose term of office expires at the ensuing Annual General Meeting and in respect of whom 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, be and is hereby appointed as an Independent Director for a period of 5 (five) consecutive years with effect from 5th August 2016 up to 4th August 2021 and that he shall not be liable to retire by rotation."

6. To adopt new set of Memorandum of Association of the Company containing clauses in conformity with the Companies Act, 2013 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

**"RESOLVED THAT** in accordance with the provisions of Sections 4, 13 and other applicable provisions and rules, if any, of the Companies Act, 2013, (the "Act") (including any statutory modifications or re-enactment thereof, for the time being in force), and all necessary approvals as may be required from any appropriate authority and further subject to any such conditions and modifications as may be required or suggested by any such regulatory authority while granting approval, based on the recommendation of the Board of Directors, the consent of the members of the Company be and are hereby accorded to substitute the existing Clause III of the Memorandum of Association as under:

III. The Objects for which the Company is established are:-

## (A) THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE

- 1. To purchase, sell, manage, improve, maintain, obtain/give on lease, promote, administer, operate and otherwise deal and obtain license for running hospitals, clinics, nursing homes, pharmacy, dispensaries, maternity homes, old age homes, health resorts and health clubs, all types of ambulatory services, polyclinics, medical centers, child & women welfare and family planning centers, diagnostic centers, health aids and research centers/laboratory and to undertake all kinds of medical and health care activities in India and/or abroad.
- 2. To undertake, promote, assist or engage in all kinds of research including clinical and development work required to promote, assist or engage in setting up hospitals, any type of healthcare/medical relief centers and facilities for manufacturing medical equipments, apparatus and instruments etc. in India as well as abroad.
- 3. To undertake, provide, encourage, initiate or promote facilities for the discovery, improvement or development of new methods of diagnostics, understanding and prevention and treatment of any disease and to carry out medical and clinical research and other development work by engaging the research and development of all medical sciences and all types of treatment therapies in India as well as abroad.

- 4. To establish, run, promote and make investment in the educational institutions, schools, colleges, for imparting medical and healthcare education and management training in the field of medicine, nursing, physical medicine, rehabilitative medicine, pharmacy and allied medical administration and management of such medical institutions including health and hospital management, training and development, pharmaceutical management, hospitality, programmes for skills and competency development, training and certification of professionals and/or post-graduate students in India as well as abroad, in accordance with applicable laws/guidelines.
- 5. To research, design, manufacture, import, export, buy, sell, and otherwise deal in all types of pharmaceuticals, organic and in-organic chemicals, medicines including all types of alternate medicines/therapies, drugs & intermediates and all kinds of equipment and instrumentation for medical and healthcare activities and to carry on in India or aboard any business activities of rendering support services of all types and kinds including forex services, e-commerce services, catering & food services, tailoring, washing & laundering with the objective of delivering solutions in relation to the medical and healthcare services provided/to be provided by the Company.
- 6. To carry on the business activities of medical publications and manufacturing of articles made from paper & cardboard, books, magazines, periodicals, brochures, pamphlets, catalogues, booklets, leaflets, bulletins, posters, newsletters, photographs, stationary, artist material, office requisites, packing materials, instructions and teaching materials, direct mailers and printed matters for publicity and advertisement in India or elsewhere and to provide all types of management consultancy and business development services in relation to medical and healthcare services provided by the Company.

## (B) MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III(A) ARE:

- To purchase, take on lease or in exchange, hire or otherwise acquire any movable or immovable property and any rights or privileges, in India or abroad which the Company may think necessary or convenient for the purposes of the business and in particular any land, building, easements, machinery, plant and stock- in-trade, and either to retain any property to be acquired for the purposes of the Company's business.
- To employ agents or expert(s) to investigate and examine into the state of affairs, prospects, value, character and circumstances of any business concerns and undertaking and generally of any assets, property or rights for the attainment of its objects.
- 3. To generate, accumulate and use electricity or other energy sources, for running any of the Company's premises, hospital buildings, plant and machinery and for any other purpose and to dispose-off any surplus electricity or energy for any other purposes and on such terms and conditions and in any such manner as the Company thinks expedient and for such purposes to acquire or construct, lay down, establish, fix and carry out all plants, power houses, cables, conductors, insulators, wires,

lines, accumulators, transformers, lamps, and works and to carry on the business of electricians and engineers and to execute and transact all such other works, acts, matters, and things as the Company may think expedient or convenient in connection with the attainment of its objects.

- 4. To buy, sell, exchange, refine, repair, alter, improve, convert, manipulate, prepare for, market, import, export and otherwise deal in all kinds of plant and machinery, equipment, apparatus, tools, utensils, receptacles, substances, ingredients, components, materials, articles and things necessary or convenient for carrying on any business or processes of the Company and things capable of being used in connection with any business of the Company.
- 5. To build, take on lease, purchase or acquire in any manner whatsoever, any apartments, houses, flats, bungalows, raw houses, rooms, huts or other accommodation for office, commercial or residential use and to let or dispose -off the same on any system on installment payment basis, rent, purchase basis or as outright sale whether by private treaty or in any other mode of disposition all or any integral part thereof.
- 6. To construct, improve, alter, renovate, maintain, develop, work, manage, carry out, superintend or control any buildings, factories or works, or any roads, ways, or other works and convenience, which may seem calculated directly or indirectly to advance the Company's interest and to contribute, to subsidize or otherwise assist or take part in the construction, improvement, maintenance, development, working, management, carry out or control thereof.
- 7. To act as underwriters, commission agents, advertising agents, forwarding and clearing agents, brokers and hardware merchandiser for the attainment of its objects.
- 8. To establish the branches or appoint agencies or register locally to procure registration/recognition in India or abroad for or in connection with any of the objects of the Company, to carry on any business or branch of a business which the Company is authorized to carry on by means or through the agency of any subsidiary Company or Companies, holding and ultimate holding company and to enter into any arrangement with such Company(ies) for taking the profits to and bearing the losses of any business or branch so carried on, or for financing any such subsidiary/holding/ultimate holding Company or guaranteeing its liabilities, or to make any other arrangement which may seem desirable with reference to any business or branch so carried on including power at any time and either temporarily or on permanent basis to close/discontinue any such branch or business and to take such steps as may be necessary to give the Company such rights and privileges in any part of the world as are possessed by local companies or partnership or as may be thought desirable.
- 9. To appoint or depute with or without any remuneration Directors or Managers of any Subsidiary Company or of any other Company in which the Company is or may be directly or indirectly interested.
- 10. To compensate for the loss of office of any Managing Director or Directors or such other officers of the Company within the limitations prescribed under the provisions

of the Act, for the time being in force or such other statutes or rules having the force of law and to make payments to any person whose office of employment or duties may be determined by virtue of any transaction in which the Company is engaged in.

- 11. To purchase or otherwise acquire and take over the whole or any part of the business, goodwill, trademarks, properties and liabilities of any person or persons, firm, body corporate or corporation, carrying on or proposing to carry on any business which the Company is authorized to carry on or possessed of any property or rights suitable for the purposes of the Company.
- 12. To enter into any contract or arrangement with any Government, State or authorities, municipal, local or otherwise, that may seem conducive to the Company's objects and to obtain from any such Government, State or authority any rights, privileges and concessions which the Company may think it is desirable to obtain and to carry out, execute and comply with any such contracts, arrangements, rights, privileges and concessions.
- 13. To undertake or promote scientific research relating to any business or class of business or activities in which the Company is engaged or intend to engage.
- 14. To undertake financial and commercial obligations, transactions and operations of all kinds in connection with the business of the Company.
- 15. To repair, alter, remodel, clean, renovate, convert, manipulate, prepare for resale and resell any goods or assets from time to time belonging to the Company and to vest any movable or immovable property, rights or interest acquired by or belonging to the Company in any person or Company in India or abroad, on behalf of or for the benefit of the Company, with or without any declared trust in favour of the Company.
- 16. To lease, hire-purchase, lend, deal in any other manner or dispose of the undertaking, property, assets, rights and effects of the Company, or any part thereof, for such consideration as the Company may think fit, and in particular for shares, debentures or securities of any other Company.
- 17. To amalgamate with any other Company whose objects are similar to the Company whether by sale or purchase of fully or partly paid-up shares or otherwise, of the undertaking subject to the liabilities of this or any such other Company as aforesaid, with or without winding up or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any other Company as aforesaid or in any other manner.
- 18. Subject to the provisions of the Act and rules made thereunder, and the directions issued by Reserve Bank of India, to receive money on deposits or loans and to borrow or raise money in such manner and at such time as the Company may think fit with or without security and in particular by issue of debentures, debenture stock (perpetual or otherwise) and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon all or any of the property or assets of the Company (both present and future) including its uncalled capital, and also by a

- similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other person or Company of any obligation undertaken by the Company or any person or Company as the case may be.
- 19. To lend and advance money or property, either with or without security or to give credit to such persons or companies upon such terms and conditions as the Company may deem fit and to guarantee the performance of any contract or obligation and the payment of money of or by any persons or companies and generally to give guarantees and indemnities and generally to provide credit facilities to customers and others provided that the Company shall not carry on the business of banking as defined in the Banking Regulation Act, 1949.
- 20. To open current, cash-credit, overdraft or other bank accounts and to draw, make, accept, endorse, negotiate, discount and execute cheques, promissory notes, issue bills of exchange, bills of lading, warrants, debentures, and other negotiable instruments or transferable instruments or securities.
- 21. To draw, make, accept, hold, endorse, execute, issue and otherwise deal in negotiable promissory notes, drafts, hundies, bills of exchange, bills of lading, warrants, and other negotiable or transferable instruments and securities or to purchase, subscribe, underwrite, take or otherwise acquire and hold shares, stock, bonds, options, debentures, debenture-stock, or obligations in any other Company or Corporation or Government or State, and to give any guarantee or security for the payment of any principal sum, dividend or interest in relation thereto and to dispose of any such investments or securities which may be surplus to the requirement of the Company.
- 22. To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, including shares with or without differential or guaranteed rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has power to issue partly in one mode or in another and generally on such terms as the Company may determine.
- 23. To invest and deal with the money, not immediately required by the Company, in any investments, movable or immovable in such manner as may from time to time seem expedient and be determined.
- 24. To remunerate any person or Company for services rendered or to be rendered in connection with the promotion of the Company or the acquisition of property by the Company or the conduct of its business or placing or assisting to place or guaranteeing the subscription of any shares, debentures, debenture-stock or other securities or underwriting any issue or for any other reason which the Company may think proper whether by cash payment or by the allotment of shares, debentures or other securities of the Company credited as paid up in full or in part or otherwise.
- 25. To pay out of the funds of the Company, all expenses including preliminary expenses which the Company may lawfully pay with respect to the promotion, formation and registration of the Company or of any company promoted by the Company or any company in which the Company is or may contemplate being directly or indirectly interested, including in such preliminary expenses all or any

- part of the costs and expenses of owners of any business or property acquired by the Company.
- 26. To sell, mortgage, assign or lease and in any other manner deal with or dispose of the undertakings or properties of the Company or any part thereof, whether movable or immovable for such consideration as the Company may think fit and in particular for shares, debentures or other securities of any other company having objects altogether or in part similar to the Company.
- 27. To enter into any agreement or deed of partnership or into any arrangement for sharing profits, union of interest, co-operation, joint venture, reciprocal concession or otherwise with any person, firm or company carrying on or engaged in or about to engage or carry on any business or transaction which the Company is authorized to carry on or engage in or any business or undertaking or transaction which may seem capable of being carried on or conducted so as to directly or indirectly benefit the Company; and to lend money, to guarantee the contracts of or otherwise assist any person, firm or Company and to take or otherwise acquire and hold shares or securities of any such person, firm or company and to sell, hold, re-issue with or without guarantees or otherwise deal with such shares and securities.
- 28. To apply for, promote and obtain any act, charter, privilege, concession, license, authorization, if any, of Government, State or Municipality, Provisional order or license of any authority for enabling the Company to carry on any of its objects into effect, or for extending any of the powers of the Company, or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient and to oppose any proceedings or applications which may seem calculated, directly or indirectly to prejudice the Company's interests.
- 29. To settle or compromise or refer or agree to refer any claim, demand, dispute or any other question, by or against the Company, or in which the Company is interested or concerned, and whether between the Company and the member or members or his or their representatives, or between the Company and third parties, to arbitration in India or at any place outside India, and to observe and perform and to do all acts, deeds, matters and things to carry out or enforce the awards.
- 30. To adopt such other means of making known the business of the Company as may seem expedient, and in particular by advertising in the press, or any other media, by circulars, by purchase and exhibition or works of arts or interest, by publication of books and periodicals, and by granting prizes, rewards and donations.
- 31. To undertake and execute any trusts, the undertaking of which may seem to the Company desirable and either gratuitous or otherwise.
- 32. To insure the whole or any part of the property of the Company either fully or partially, to protect and indemnify the Company from liability or loss in any respect either fully or partially and also to insure and to protect and indemnify any part or portion thereof either on mutual principal or otherwise.
- 33. To indemnify officers, directors, agents and employees of the Company against proceedings, costs, damages, claims and demands in respect of anything done or

- ordered to be done by them for and in the interest of the Company or for any loss, damages or misfortune whatsoever shall happen in execution of the duties of their office or in relation thereof.
- 34. Subject to the provisions of Section 182 of the Act, to make donations to such persons or institutions either in cash or any other assets as maybe thought directly or indirectly conducive to any of the Company's objects or otherwise expedient and in particular to remunerate any person or corporation introducing business to/of this Company, and also to subscribe, contribute, or otherwise assist or guarantee money for charitable, scientific, religious or benevolent, public or cultural, educational or other institutions, objects or for any exhibition or for any public, general or other objects and to establish and support or aid in the establishment and support of associations, institutions, funds, trusts and convenience for the benefit of the employees or ex- employees (including Directors) of the Company or its predecessors in business or persons having dealings with the Company or the dependents, relatives or connection of such persons and in particular friendly or other benefit societies and to grant pension, allowances, gratuities and bonuses either by way of annual payments, or a lump sum and to make payments towards insurance and to form and contribute to provident /benefit funds and other welfare funds of or for such persons.
- 35. To provide for the welfare of the employees or ex-employees of the Company and the wives, widows, families or dependents or connections of such persons by building or contributing to the building of houses, dwellings or by grant of money, pensions, gratuity, bonus payment towards insurance or other payment or by creating from time to time, subscribing or contributing to, adding or supporting provident funds or trusts or conveniences and by providing provident funds or trusts or conveniences and by providing or subscribing or contributing towards places of instruction or recreation hospitals and dispensaries, medical and other attendance and other assistance as the company shall think fit.
- 36. To create any depreciation funds, reserves, trade, development reserve fund, sinking fund, insurance fund or any special or other fund whether for depreciation or for repairing, improving, extending or maintaining any of the property of the Company or for redemption of debentures or redeemable preference shares or for any purpose whatsoever conducive to the interest of the Company.
- 37. To distribute among the members of the Company dividends, including bonus shares (including fractional share certificates) out of profits, accumulated profits, or funds and resources, and distribute in specie or otherwise any property of the Company, or any proceeds of sale or disposal of any property of the Company, in the event of winding up, subject to the provisions of the Companies Act, 2013.
- 38. To apply for, purchase, or otherwise acquire and protect, prolong and renew in any part of the world any trademark, trade names, patent, patent rights, brevets d'invention, designs, copy-rights, know-how, licenses, industrial property, intellectual property, protections and concessions which may appear likely to be advantageous or useful for the Company and to spend money in experimenting and testing and improving or seeking to improve any patents, inventions or rights, which the Company may acquire or propose to acquire or develop.

- 39. To expend money on research, experiments, development, testing, improving or seeking to improve existing products, patents, rights, etc., in connection with any of the activities pursuant to the aforesaid objects and to expend money to invent, develop, or seek, any new products allied to and in the course of pursuing the objects as detailed in this clause.
- 40. To work, develop, license, sell or otherwise deal with any inventions in which the Company is interested whether as owner, licensee or otherwise, and to make, levy or hire any machinery required for making or desirable to be used as machines included in such inventions.
- 41. To undertake, carry out, promote and sponsor rural development including any programme for promoting the social and economic welfare of, or the uplift of the public in any rural area and to incur any expenditure on any programme of rural development and to assist execution and promotion thereof either directly or through an independent agency or in any other manner. Without prejudice to the generality of the foregoing Programme of rural development' shall also include any programme for promoting the social and economic welfare of or the uplift of the public in any rural area which the Board consider it likely to promote and assist rural development, and that the words "rural area" shall include such areas as may be regarded as rural areas under the provisions of the Income Tax Act, 1961, or any other law relating to rural development for the time being in force or as may be brought in force in future, as may be regarded by the Board as rural areas and the Board may at their discretion, in order to implement any of the above-mentioned objects or purposes, transfer without consideration or at such fair or concessional value as the Board may think fit and divest the ownership of any property of the Company to or in favour of any public or Local body or Authority or Central or State Government or any public institution or Trusts or Funds as approved by the Central Government or State Government or any other appropriate authority.
- 42. To undertake, carry out, promote and sponsor or assist any activity for the promotion and growth of national economy and for discharging what the Board may consider to be social and moral responsibilities of the Company to the Public or any section of the public as also any activity which the Board consider likely to promote national welfare or social, economic or moral uplift of the public or any section of the public and in such manner and by such means as the Board may think fit, and the Board may without prejudice to the generality of the foregoing, undertake, carryout, promote and sponsor any activity for publication of any books, literature, newspapers, etc. or for organizing lectures or seminars likely to advance these objects or for giving scholarships, loans or any other assistance to deserving students or other scholars or persons to enable them to proceed with their studies or academic pursuits or researches and for establishing, conducting or assisting any institution, fund, trust, etc., having any one of the aforesaid objects as one of its objects, by giving donations or otherwise in any other manner, and the Board may at their discretion, in order to implement any of the above mentioned objects or purposes, transfer without consideration or at such fair or concessional value as the Board may think fit and divest the ownership of any property of the Company to or in favour of any Public or Local body or Authority or Central or State Government

- or any Public Institutions or Trusts or Funds as approved by the Central Government or State Government or any other appropriate authority.
- 43. To undertake and carry on the business of establishing, running and operating kitchen(s) to facilitate outfield and institutional catering or otherwise.
- 44. To undertake and carry on the business of establishing, running and operating laundry, dry-cleaning and washing services and to manufacture, sewing /tailoring the articles used in hospitals and healthcare activities; to import, export the raw materials, machines and equipment required, used or to be used to undertake the above activities.
- 45. To produce, manufacture, trade, deal in and dispose of alkalies, dyes, acids, gases, compounds, fertilizers, chemical products of every nature and description, intermediates, derivatives, all types of floatation reagents, wetting agents, insecticides, fumigates, dyestuffs, catalytic agents, direct colours, basic colours, pigments, drugs, biologicals, pharmaceuticals, serums, vitamin products, harmones.
- 46. Subject to the approval of RBI under RBI Act, 1934 as amended by RBI (Amendment) Act, 1997, to purchase or otherwise acquire, maintain, sell, lease, finance and give on hire purchase or installments all kinds of plants, machinery, vehicles (motorised or otherwise) marine engines and vessels, hotel equipments, medical equipments, air conditioners, air conditioning plants, cooling equipments, computer, construction machinery, furniture and fixtures, electronics equipments, household equipments and other appliance, immovable or movable property and any other equipments or assets that the company may think fit.
- 47. To provide services in relation to transportation by way of running motor taxies, mini buses and conveyances of all kinds and to transport passengers and goods in order to attain the main business of the Company.
- 48. To deal and install any kind of solid, liquid and gaseous waste disposal plants, equipments and accessories in order to comply with standards laid down by Pollution Control Board in relation to medical and its allied services.
- 49. To provide services and carry on business as hoteliers, moteliers, restaurant owners, refreshment room proprietors, refreshment contractors and own and run shops, stores, godowns, bars, refreshment rooms, cafeterias, restaurants and places for sale, custody, bailment, deposit or protection of the valuable goods and commodities for the purpose of attaining the main business of the Company.
- 50. To deal in foreign exchange subject to approval of appropriate authorities.
- 51. To carry on, setup, maintain and operate the business as producers, makers, dealers, analyzers, investigators and consultants in public health and environmental engineering, water, sewerage, effluent treatment, water, air land pollution control, industrial engineering and for the purpose to carry on civil, structural, mechanical, chemical, electrical, metallurgical, hydraulic, ecological or any other branches of engineering and science and to develop and/or provide technical or industrial knowhow, formula, process and applied technology and to act as engineers, architects,

planners, designers, technical advisors, analysers, investigators, consultants, contractors, builders, fabricators, founders, manufacturers and suppliers of all kinds of plants, machineries, apparatuses, implements, rolling stocks, chemicals and their derivative products or substances necessary, allied, auxiliary or ancillary thereto and to undertake and execute any contract in connection with the main objects and to buy, sell, import, export, build, process, manufacture, fabricate, alter, repair, convert, let on hire and deal in all or any of them and to carry on any other business which may seem to the Company capable of being conveniently carried on in connection with all or any of the aforesaid business or is calculated directly or indirectly to benefit the same.

- 52. To do all and everything necessary, suitable or proper for the accomplishment of any of the purpose or attainment of any of the objects or furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporate bodies, firms, or individuals, and to do every other act or acts, thing or things, incidental to or growing out of or connected with aforesaid business or powers or any part or parts thereof, provided that the same are not inconsistent with the laws of the Union of India.
- 53. To buy, sell, manufacture, refine, manipulate, export, import all other articles and things which may be conveniently used for the manufacture of or in connection with all the above clauses and deal in all substances, apparatus and things capable of being used in any of the aforesaid business or required by any customers.

**RESOLVED FURTHER THAT** any of the Director or the Company Secretary be and are hereby severally authorized to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution."

7. To adopt new set of Articles of Association of the Company containing regulations in line with the Companies Act, 2013 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 14 of the Companies Act, 2013 and any other applicable provisions (statutory modification (s) or re-enactment thereof, for the time being in force), all other necessary approvals, based on the recommendation of the Board of Directors, the consent of the members be and is hereby accorded to adopt new set of Articles of Association in substitution for and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company.

**FURTHER RESOLVED THAT** any of the Director or the Company Secretary be and are hereby severally authorized to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution."

8. To ratify payment of remuneration to the Cost Auditor for the financial year 2016-17 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** 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, the Cost Auditor re-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 31st March 2017, be paid the remuneration of Rs. 1,20,000/- (Rupees One Lac Twenty Thousand Only) plus service tax as applicable.

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

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

Navneet Goel (Company Secretary)

Place: Gurgaon

Date: 10th May, 2016

### **Registered office:**

414/1, 4th Floor, DDA Commercial Complex, District Centre, Janak Puri New Delhi – 110 058

CIN: U85110DL2004PLC126414 E-mail: info@artemishospitals.com Website: www.artemishospitals.com

### **NOTES**:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING 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 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 shareholder.

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. 4

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 appoint her as a Whole-Time Director of the Company designated as "Executive Director" for a period of Five years w.e.f. 2<sup>nd</sup> April, 2015.

She 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 Hardinge 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 perceptorship from the University of California LA, USA; as a visiting fellow at the University of Venusberg and Siegberg, 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.

Prior to joining the Company, she was the Head of the Radiology team at Max Healthcare in Delhi.

Dr. Devlina Chakravarty does not hold any Shares in the Company.

The Board in its meeting held on 10<sup>th</sup> May 2016 has approved to revise the maximum remuneration payable to Dr. Devlina for the period 1<sup>st</sup> April 2017 to 31<sup>st</sup> March 2020 by an amount not exceeding Rs. 6.0 Crores (Rupees Six Crores Only) per annum subject to shareholders' approval and such other approval(s), sanction(s) and permission(s), as may be applicable/required and subject to such conditions and modifications, as may be prescribed or imposed by any of the authorities including the Central Government in granting such approvals, permissions and sanctions, on following terms and conditions:

- **1. Basic Salary:** Rs. 10,00,000 per month with suitable increases as may be determined by the Board of Directors of the Company from time to time, not exceeding 50% increase in salary by way of annual increment each year.
- **2. Commission / Other Allowances:** Not exceeding 300% of the Basic salary payable monthly/quarterly/annually.
- **3. Performance Pay:** Such amount as may be determined by the Board for each year, not exceeding two (2) times of the basic salary per annum.
- **4. Perquisites, Allowances & Other Benefits**: Dr Devlina Chakravarty shall be entitled to perquisites and allowances like accommodation (furnished or otherwise) or house rent allowance in lieu thereof, reimbursement of expenses or allowances for gas, electricity, water, furnishings, repairs, servant salary, medical reimbursement, leave travel concession, club fee, medical/accident insurance and such other perquisites and allowances as may be allowed under the Company's rules/schemes and available to

other employees of her category, restricted to an amount not exceeding 300% of annual basic salary.

## 5. Other benefits:

- a) Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income tax Act 1961.
- b) Gratuity payable at a rate not exceeding half a month salary for each completed year of service.
- c) Encashment of leave at the end of the tenure, in accordance with the rules of the Company, if any.
- d) Leave Travel Allowance for self and family not exceeding Rs. 5,00,000 per annum.
- e) Provision of cars(s) for use on Company's business, mobile phones and telephones at residence will not be considered as perquisites.
- f) Dr. Devlina shall also be entitled to reimbursement of entertainment expenses actually and properly incurred in the course of legitimate business of the Company.
- g) Dr. Devlina shall, subject to the applicable provisions of the Act (including any statutory modification or re-enactment thereof, for the time being in force), also be eligible for housing, education and medical loan and other loans or facilities as applicable in accordance with the HR Policy and Rules of the Company.

#### 6. Other Terms and conditions:

- a) The value of the perquisites and Company furnished accommodation would be evaluated as per the Income Tax Rules, 1962 wherever applicable and at cost in absence of such Rules.
- b) The nature of employment of the Executive Director with the Company shall be contractual and can be terminated by giving three months' notice from either party.
- c) No sitting fees shall be payable to Executive Director for attending Meeting of the Board of Directors or any of its Committee.

## STATEMENT PURSUANT TO THE PROVISIONS OF SECTION II OF PART II OF SCHEDULE V TO THE COMPANIES ACT, 2013

#### I. General Information:

## (i) Nature of Industry:

The Company is engaged into business of operating chain of Hospitals & Clinics.

## (ii) Date or expected date of Commencement of Commercial production:

The Company was incorporated on 18th May, 2004 as a Private Limited Company. Its first Hospital became operational in the month of July, 2007.

## (iii) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not Applicable

## (iv) Financial performance based on given indicators

The Financial Performance of the company in the last 3 financial years is as follows:

		(Rs. in Lacs)			
Particulars	Year ended	Year ended	Year ended		
	31.03.2016	31.03.2015	31.03.2014		
Income from Operations	40179.44	36751.23	26116.29		
Other Income	538.37	334.57	140.75		
Depreciation	1238.84	1242.71	886.32		
Profit / (Loss) before Tax	2741.43	2107.88	670.65		
Income Tax Adjustment	577.03	250.09			
Profit/(loss) after tax	2164.40	1857.79	670.65		

### (v) Foreign Investment or collaborations, if any:

The Company is treating/providing medical services to the patients coming from across the globe and has also entered into agreements with foreign Parties/Government representatives.

## II. Information about the appointee

#### (i) Background details:

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 appoint her as a Whole-Time Director of the Company designated as "Executive Director" for a period of Five years w.e.f. 2<sup>nd</sup> April, 2015.

She 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 Hardinge 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 perceptorship from the University of California LA, USA; as a visiting fellow at the University of Venusberg and Siegberg, 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.

#### (ii) Past remuneration:

Total remuneration paid to her was Rs. 2.64 crores for the year 2016 and Rs. 3.0 crores is payable for the year 2017.

## (iii) Recognition or awards:

DMRD Topper Mumbai University.

## (iv) Job profile and her 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.

## (v) Remuneration proposed:

Revision of Maximum Remuneration payable to Dr. Devlina for the period of 1<sup>st</sup> April, 2017 to 31<sup>st</sup> March, 2020 up to Rs. 6.0 Crores per annum.

(vi) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)

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.

(vii) Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any:

Besides the remuneration proposed to be paid to her, any of her relatives do not have any other pecuniary relationship with the Company or relationship with the managerial personnel.

#### III. Other Information

- **1. Reasons of loss or inadequate profits:** The Company is now generating profits and is expected to recover accumulated losses by the end of current financial year.
- **2. Steps taken or proposed to be taken for improvement**: The Company involves 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:
  - State-of-the-art infrastructure and technology at its flagship hospital.
  - Renowned team of doctors and quality employee base.
  - Focus on delivering world class heath care.
  - Focus on medical, nursing and para-medical education and allied health training.
  - Patient centric processes confirming 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 etc: The Company has taken initiatives to improve patient care services as against competing hospitals and will continue in its endeavour to increase the satisfaction of patients treated

in its hospitals in order to increase footfalls and profitability of the Company. Artemis operating revenue for the financial year 2015-2016 had registered an impressive growth of 8.53%. The profit after tax for the financial year 2015-2016 was Rs 2164.40 Lacs as against profit after tax of Rs. 1857.79 Lacs for the financial year 2014-2015. The company is expected to grow at a much faster pace in coming years.

The remuneration payable to Dr. Devlina Chakravarty, Whole-Time Director designated as 'Executive Director', as stated above, is subject to the approval of the members and Central Government, as applicable.

In the event of loss or inadequacy of profit of the Company in any financial year, during her tenure, the remuneration as mentioned in the resolution and as set out in this Explanatory Statement, shall be paid to her as minimum remuneration.

None of the Directors or KMPs of the Company or their relatives, except Dr. Devlina Chakravarty and her relatives, are concerned or interested whether financially or otherwise in the resolution.

A copy of the resolution passed by the Nomination and Remuneration Committee and the resolution passed by the Board of Directors in their meeting held on 10<sup>th</sup> May 2016 are open for inspection of the members, during business hours between 11.00 a.m. to 5.00 p.m. on all working days of the Company upto the date of the meeting at the registered office of the Company.

Your Directors recommends the resolution(s) set out at item no. 4 of the notice for your approval by way of an Ordinary Resolution.

#### Item No. 5

Mr. Akshay Kumar Chudasama (00010630), was appointed as an Additional Director of the Company w.e.f. 6th November, 2015 and holds the office upto the date of this Annual General Meeting, pursuant to Section 161(1) 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 10<sup>th</sup> May, 2016 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 there under, not subject to retirement by rotation, for a term of 5 (five) consecutive years.

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. Akshay Kumar Chudasama to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

Mr. Akshay Kumar Chudasama is an Advocate at the Bombay High Court. He is an Arts Graduate in Economics from the University of Mumbai and Law Graduate from the London School of Economics, University of London. In the opinion of the Board, Mr. Akshay Kumar Chudasama fulfils the conditions specified in the Companies Act, 2013 and rules made

thereunder for his appointment 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. Akshay Kumar Chudasama 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. Akshay Kumar Chudasama, as an Independent Director is available for inspection by the members of the Company at its registered office between 11:00 a.m to 05:00 p.m on all working days (except Saturdays, Sundays and Holidays) upto the date of Annual General Meeting.

Your Directors recommends the resolution as set out at Item No. 5 of the notice for your approval by way of an Ordinary Resolution.

None of the Directors and Key Managerial Personnel(s) of the Company or their relatives except Mr. Akshay Kumar Chudasama or his relatives, are concerned or interested whether financially or otherwise in the resolution.

#### Item No. 6 & 7

The existing Memorandum of Association (MOA) and Articles of Association (AOA) are based on the Companies Act, 1956 and several regulations in the existing AOA and MOA contain references to specific sections of the Companies Act, 1956, which are not in conformity with the Companies Act, 2013. The Board recommends adoption of new set of Memorandum of Association (MOA) and Articles of Association (AOA) of the Company in order to rationalize and enlarge the main objects clause of the Company and to bring them in conformity with the Companies Act, 2013. The proposed new set of Memorandum of Association (MOA) and Articles of Association (AOA) of the Company as set out in the Item No. 6 and No. 7 of the Notice needs approval of the shareholders by way of Special Resolutions.

The new set of MOA and AOA is available for inspection by members during the meeting and also at the registered office of the Company on all working days, except Saturdays, during business hours, up to the date of the Annual General Meeting.

Your Directors recommends the resolution as set out at Item No. 6 & 7 of the notice for your approval by way of Special Resolutions.

None of the Directors and Key Managerial Personnel(s) of the Company or their relatives, are concerned or interested whether financially or otherwise in the resolutions.

#### Item No. 8

The Board in its Meeting held on 10<sup>th</sup> May, 2016, on the recommendation of the Audit Committee, has re-appointed M/s Chandra Wadhwa & Co., Cost Accountants, New Delhi, the Cost Auditors for carrying out Cost Audit of the Company for the financial year 2016-17 on remuneration of Rs. 1,20,000/- 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 shareholders of the company.

Your Directors recommends the resolution as set out at Item No. 8 of the notice for your approval by way of an Ordinary Resolution.

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

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

Navneet Goel (Company Secretary)

Place: Gurgaon

Date: 10th May, 2016

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

CIN: U85110DL2004PLC126414 E-mail: info@artemishospitals.com Website: www.artemishospitals.com

#### ARTEMIS MEDICARE SERVICES LIMITED

**Regd. Office:** 414/1, 4<sup>th</sup> Floor, DDA Commercial Complex, District Centre, Janak Puri, New Delhi–110058 **CIN:** U85110DL2004PLC126414 | **Email:**info@artemishospitals.com

Website: www.artemishospitals.com

### **Proxy form**

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

1105110DI 2004DI C126414

CINI.

E-mail Id: Signature:

CIN:	U85110DL2004PLC126414
Name of the Company:	Artemis Medicare Services Limited
	414/1, 4 <sup>th</sup> Floor, DDA Commercial Complex, District Centre, Janak Puri, New Delhi–110058
	Janak I un, New Denn-110036
Name of the Member (s):	
Registered Address:	
E-mail ID:	
Folio No/ Client Id:	
DP ID:	
I/We, being the member appoint: 1. Name: Address: E-mail Id: Signature: Or failing him	(s) of shares of the above named company, hereby
2. Name: Address: E-mail Id: Signature:	
Or failing him	
3. Name: Address:	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 12th Annual General Meeting of the company, to be held on the 5th day of August, 2016 at 11:00 a.m. at 414/1, 4th Floor, DDA Commercial Complex, District Centre, Janak Puri, New Delhi–110005 and at any adjournment thereof in respect of such resolutions as are indicated below:

	Resolution No.	Optional	
	ORDINARY BUSINESS	For	Against
1.	To consider and adopt the audited financial		
	statements of the Company for the financial		
	year ended March 31, 2016, the reports of the		
	Board of Directors and Auditors thereon		
2.	To appoint a Director in place of Dr. Nirmal		
	Kumar Ganguly (DIN: 03406994), who		
	retires by rotation, and being eligible, offers		
	himself for re-appointment.		
3.	To ratify the appointment of the Auditors and		
	fix their remuneration		
	SPECIAL BUSINESS		
4.	To consider revision in remuneration of Dr.		
	Devlina Chakravarty, Whole-Time Director		
	designated as Executive Director		
5.	To consider appointment of Mr. Akshay		
	Kumar Chudasama (DIN 00010630) as an		
	Independent Director for a period of Five (5)		
	Years		
6.	Special Resolution to adopt new set of		
	Memorandum of Association of the Company		
	containing clauses in conformity with the		
	Companies Act, 2013		
7.	Special Resolution to adopt new set of		
	Articles of Association of the Company		
	containing regulations in line with the		
	Companies Act, 2013		
8.	To ratify payment of remuneration to the Cost		
	Auditor for the financial year 2016-17		

Signed this day of 20	AFFIX REVENUE STAMP
Signature of shareholder	
Signature of shareholder	

Signature of Proxy holder(s)....

#### Note:

- 1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- For the Resolutions, Explanatory Statements and Notes, please refer to the Notice of the 12<sup>th</sup> Annual General Meeting of the Company

#### ARTEMIS MEDICARE SERVICES LIMITED

**Regd. Office:** 414/1, 4<sup>th</sup> Floor, DDA Commercial Complex, District Centre, Janak Puri, New Delhi–110058 **CIN:** U85110DL2004PLC126414 | **Email:**info@artemishospitals.com

Website: www.artemishospitals.com

ATTENDANCE SLIP (To be presented at the entrance)

2016

I hereby record my/our presence at the 12th Annual General Meeting of the Company held at the Registered Office of the Company at 414/1, 4th Floor, DDA Commercial Complex, District Centre, Janak Puri, New Delhi–110 05 on 05th day of August, 2016 at 11:00 a.m.

Members Folio/DP ID-Client ID No. Member's/ Proxy Name Member's/Proxy 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.

## ROUTE MAP TO REACH AT THE AGM VENUE

