

ARTEMIS MEDICARE SERVICES LIMITED

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

CIN – L85110DL2004PLC126414, Website – www.artemishospitals.com

Email – investor@artemishospitals.com, Tel: +91-124-4511111, Fax: +91-124-4588899

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 16th Annual General Meeting (AGM) of the Members of **ARTEMIS MEDICARE SERVICES LIMITED** will be held on Wednesday, September 23, 2020, at 3:00 PM through Video Conferencing / Other Audio Visual Means (“VC/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:
 - A. the audited financial statements of the Company for the financial year ended March 31, 2020 and the reports of the Board of Directors and of the Auditors thereon; and
 - B. the audited consolidated financial statements of the Company for the financial year ended March 31, 2020 and report of the Auditors thereon.
2. To appoint a Director in place of Mr. Neeraj Kanwar (DIN: 00058951), 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 financial year 2020-21 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 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 Cost Auditor, M/s. Chandra Wadhwa & Co., Cost Accountants, New Delhi (FRN:000239), appointed by the Board of Directors of the Company for carrying out Cost Audit for the financial year 2020-21 be paid out a remuneration of ₹ 1,35,000/- (Rupees One Lakh Thirty Five Thousand only) exclusive of applicable GST alongwith reimbursement of out of pocket expenses.

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 appoint Mr. Sanjib Sen (DIN: 07088442) as an Independent Director of the Company 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 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (“the Rules”) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and on the basis of recommendation of the Nomination & Remuneration Committee, Mr. Sanjib Sen (DIN: 07088442), who was appointed as an Additional Director pursuant to the provisions of Section 161 and other applicable provisions of the Act, who has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations, who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 3 (three) consecutive years, from August 03, 2020 to August 02, 2023.

RESOLVED FURTHER THAT the Board or any Committee thereof, be and is hereby authorized to do all such things, deeds, matters and acts, as may be required to give effect to this resolution and to do all things incidental and ancillary thereto.”

5. To appoint Dr. Gautam Chaudhuri (DIN: 08801337) as an Independent Director of the Company 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 Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (“the Rules”) and Regulation 17(1A) and all other applicable provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and on the basis of recommendation of the Nomination & Remuneration Committee, Dr. Gautam Chaudhuri (DIN: 08801337), who was appointed as an Additional Director pursuant to the provisions of Section 161 and other applicable provisions of the Act , who has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations, who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 3 (three) consecutive years, from August 03, 2020 to August 02, 2023.

RESOLVED FURTHER THAT the Board or any Committee thereof, be and is hereby authorized to do all such things, deeds, matters and acts, as may be required to give effect to this resolution and to do all things incidental and ancillary thereto.”

6. To appoint Ms. Deepa Gopalan Wadhwa (DIN: 07862942) as an Independent Director of the Company 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 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (“the Rules”) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and on the basis of recommendation of the Nomination & Remuneration Committee, Ms. Deepa Gopalan Wadhwa (DIN: 07862942), who was appointed as an Additional Director pursuant to the provisions of Section 161 and other applicable provisions of the Act , who has submitted a declaration that she meets the criteria for independence as provided in the Act and Listing Regulations, who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years, from May 22, 2020 to May 21, 2025.

RESOLVED FURTHER THAT the Board or any Committee thereof, be and is hereby authorized to do all such things, deeds, matters and acts, as may be required to give effect to this resolution and to do all things incidental and ancillary thereto.”

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

Sd/-

**Rakesh Kumar Kaushik
(Company Secretary)**

FCS No.: 9929

Place : Gurugram

Date : August 03, 2020

NOTES:

1. In view of the outbreak of the COVID-19 pandemic, social distancing norm to be followed and the continuing restriction on movement of persons at several places in the country and pursuant to General Circular Nos.14/2020, 17/2020 and 20/2020 dated April 8, 2020, April 13, 2020 and May 5, 2020, respectively, issued by the Ministry of Corporate Affairs (“MCA Circulars”) and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 issued by the Securities and Exchange Board of India (“SEBI Circular”) and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the 16th Annual General Meeting (“AGM”) of the Company is being conducted through VC/OAVM facility, which does not require physical presence of members at a common venue.
2. Pursuant to the Circular No. 14/2020 dated April 8, 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 thereat and cast their votes through e-Voting.
3. In compliance with MCA Circular No. 20/2020 dated May 5, 2020 and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 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 FY20) and Notice of AGM are being sent in electronic mode to Members whose e-mail address is registered with the Company / RTA / the Depository Participant(s).
4. The Members can join the AGM in the VC 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 will be made available for 1000 Members on first come first served basis. However, this number does not include the large Shareholders i.e. Shareholders holding 2% or more shareholding, Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairman 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 serve basis.
5. The attendance of the Members attending the AGM through VC will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. The Register of Members and Share Transfer Books shall remain closed from September 17, 2020 to September 23, 2020 (both days inclusive).
7. 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.
8. The information required to be provided under the SEBI (Listing Obligations and Disclosure Requirements Regulations), 2015 and the Secretarial Standards-2 on General Meetings, regarding the Directors who are proposed to be appointed/re-appointed and the relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the business under items 2 and 3 to 6 set out above are annexed hereto.
9. 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.
10. During the AGM, the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or arrangements in which Directors are interested under Section 189 of the Act shall be available for inspection upon login at NSDL e-Voting system at <https://www.evoting.nsdl.com>.
11. 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.
12. Members holding shares in dematerialised mode are requested to intimate all changes with respect to their bank details, mandate, nomination, power of attorney, change of address, e-mail address, change in name etc. to their

depository participant. These changes will be automatically reflected in the Company's records which will help the Company to provide efficient and better service to the Members.

13. Members holding shares in physical form are requested to intimate changes with respect to their bank account (viz. name and address of the branch of the bank, MICR code of branch, type of account and account number), mandate, nomination, power of attorney, change of address, e-mail address, change in name etc. immediately to the Company.

14. PROCEDURE FOR REMOTE E-VOTING, E-VOTING DURING THE AGM AND ATTENDING THE AGM THROUGH VC:

1. In compliance with Section 108 of the Companies Act, 2013, 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 April 8, 2020, May 13, 2020 and May 5, 2020, the Company has provided a facility of casting the votes by the Members using an electronic voting system from a place other than venue of AGM ("remote e-Voting") through the electronic voting service facility arranged by National Securities Depository Limited (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 meeting, only such joint holder who is higher in the order of names, will be entitled to vote at the Meeting.

The instructions for members for remote e-Voting are as under:

The remote e-voting period begins on September 20, 2020 at 10:00 A.M. and ends on September 22, 2020 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.

2. 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: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com>.

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

Details on Step 1 is mentioned below: -

3. 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 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. cast your vote electronically.

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. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password' ?
 - 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 evoting.pdf file. Open the evoting.pdf file. The password to open the evoting.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 evoting.pdf file contains your 'User ID' and your 'initial password'.
 - II. If your email ID is not registered with the depositories, for procuring user id and password and for registration of email ID for e-Voting, please follow the steps mentioned below:
 - a) In case shares are held in physical mode please provide Folio No., Name of Shareholder, scanned copy of the Share Certificate (front and back), self-attested copy of PAN Card, self-attested copy of Aadhar Card by email to investor@artemishospitals.com
 - b) In case shares are held in demat mode, please provide DPID CLIENT ID (16 digit DP ID +CLIENT ID or 16 digit beneficiary ID), Name, client master or copy of consolidated account statement, self-attested copy of PAN Card, self-attested copy of Aadhar Card by email to investor@artemishospitals.com

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, PAN, name and your registered address.

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.

Details on Step 2 is mentioned below:

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

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message “vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. 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.
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.: 1800-222-990 or send a request to Ms. Pallavi Mhatre at evoting@nsdl.co.in.

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, who will be present in the AGM through VC 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. Only Members who hold shares as on cut-off date i.e. September 16, 2020, may cast their vote electronically in the AGM.
4. 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.
5. 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 ARE AS UNDER:

1. Members will be provided with a facility to attend the AGM through VC through the NSDL e-Voting system. Members may access the same at www.evoting.nSDL.com under Members login by using the remote e-Voting credentials. The link for VC will be available in Members login where the Even of the 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. Further Members can also use the OTP based log in for logging into the e-Voting system of NSDL.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further 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.

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

In case of any grievance connected with the facility for voting by electronic means, Members can directly contact Mr. Pratik Bhatt/ Ms. Pallavi Mhatre, NSDL, 4th Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai- 400013. email id: evoting@nsdl.co.in; pratikB@nsdl.co.in or pallavid@nsdl.co.in, Toll free no.: 1800-222-990. 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 FY20

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 these 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 FY20 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 16th AGM and Annual Report for FY20 and thereafter shall be disabled from the records of the 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, 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 September 16, 2020 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 September 16, 2020. Those Members who have registered themselves as a Speaker will only be allowed to express their views/ask questions during the AGM.
3. The Company reserves the right to restrict the number of questions and number of speakers, depending on the availability of time for the AGM.
 - I. The e-voting period commences on September 20, 2020 (10:00 A.M.) and ends on September 22, 2020 (5:00 P.M.). During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 16, 2020, 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.
 - II. The voting rights of Members shall be as per the number of equity shares held by Members as on the cutoff date of September 16, 2020.
 - III. 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.
 - IV. 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 48 (forty eight) hours 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.
 - V. The Results shall be declared by the Chairman or the person authorised by him in writing not later than 48 (forty-eight) hours of conclusion of the AGM of the Company. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website (www.artemishospitals.com) and on the website of NSDL (www.evoting.nsdl.com) immediately after the result is declared by the Chairman. Members may also note that the Notice of the 16th AGM and the Annual Report FY20 will be available on website of the Company and NSDL.
 - VI. 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. September 16, 2020, 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.
 - VII. In case of any grievance connected with the facility for voting by electronic means, Members can directly contact Ms. Pallavi Mhatre, NSDL, 4th Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai- 400 013. Email ID: evoting@nsdl.co.in or pallavid@nsdl.co.in, Toll free no.: 1800-222-990. Members may also write to the Company Secretary at the email ID: investor@artemishospitals.com.
15. 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.
16. 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.
17. 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.

18. 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 at the AGM, forms integral part of the notice. The concerned Directors have furnished the requisite declarations for their appointment and their brief profile forms part of the explanatory statement.
19. Since the AGM will be held through VC, the Route Map is not annexed in this Notice.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**Item No. 3**

The Board at its meeting held on May 22, 2020, on the recommendation of the Audit Committee, had reappointed M/s. Chandra Wadhwa & Co., Cost Auditors for carrying out Cost Audit of the Company for the financial year 2020-21 on a remuneration of 1,35,000/- (Rupees One Lakh Thirty-Five Thousand only) per annum exclusive of applicable GST along with 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.

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

The Board of Directors recommends resolution set out at item no.3 for your consideration and ratification.

Item No. 4

The Members of the Company may please note that based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on August 03, 2020 had appointed Mr. Sanjib Sen (DIN: 07088442) as an Additional Director (Independent) subject to approval of the shareholders for a term of 3 (three) consecutive years from August 3, 2020 to August 2, 2023.

The Members may also note that the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 (the Act), proposing candidature of Mr. Sanjib Sen (DIN: 07088442) for the office of Director in the Company. He is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and the Company has also received declarations from Mr. Sanjib Sen (DIN: 07088442) that he meets the criteria of independence as stipulated under Section 149(6) and Schedule IV of the Act read with the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and his consent to act as Director(s) in Form DIR-2.

Mr. Sanjib Sen (DIN: 07088442) is not debarred from holding the office of Director pursuant to any SEBI order or any other such authority as per the circular of the BSE Limited and the National Stock Exchange of India Limited relating to the "Enforcement of SEBI Orders regarding appointment of Directors" by the listed companies dated June 20, 2018.

Mr. Sanjib Sen is a designated Senior Advocate at Supreme Court of India and has expertise in Constitutional Law, Corporate and taxation laws, Criminal and Civil laws and has hundreds of reported judgements in all leading law journals. He has taken part in a wide range of arbitrations and has been Arbitrator in several high profile matters. Presently he is in the panel of Arbitrators of Indian Council of Arbitration at FICCI. He has represented top commercial entities in India.

The Board of Directors of the Company believe that the Company would be benefitted by way of strategic guidance, leadership and wider perspective by the appointment of Mr. Sanjib Sen (DIN: 07088442) as an Independent Director on the Board of Directors of the Company.

The Nomination and Remuneration Committee and the Board of Directors of the Company have recommended the appointment of Mr. Sanjib Sen (DIN: 07088442) as a "Non-Executive Independent Director" of the Company considering his rich experience and expertise.

The Members are therefore requested to grant their approval by way of passing an Ordinary Resolution for the purpose of appointment of Mr. Sanjib Sen (DIN: 07088442), as a Non-Executive Independent Director of the Company with effect from August 03, 2020, not liable to retire by rotation.

The terms and conditions of appointment of Mr. Sanjib Sen (DIN: 07088442) as an Independent Director would be made available for inspection, upto the date of the meeting, through electronic mode.

The said terms and conditions are also available at the Company's website www.artemishospitals.com. Relevant details relating to appointment of Mr. Sanjib Sen (DIN: 07088442) as required by the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India are provided in Annexure - 1 to this Notice.

The Board of Directors recommend the Ordinary Resolution set forth in Item No. 4 for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company or their relatives other than Mr. Sanjib Sen (DIN: 07088442) are in any way concerned or interested, financially or otherwise, in the proposed Resolution, set out at Item No. 4 of the Notice.

Item No. 5

The Members of the Company may please note that based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on August 03, 2020 had appointed Dr. Gautam Chaudhuri (DIN:: 08801337) as an Additional Director (Independent) subject to approval of the shareholders for a term of 3 (three) consecutive years from August 3, 2020 to August 2, 2023.

The Members may also note that the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 (the Act), proposing candidature of Dr. Gautam Chaudhuri for the office of Director in the Company. He is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and the Company has also received declarations from Dr. Gautam Chaudhuri that he meets the criteria of independence as stipulated under Section 149(6) and Schedule IV of the Act read with the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and his consent to act as Director(s) in Form DIR-2.

Dr. Gautam Chaudhuri is not debarred from holding the office of Director pursuant to any SEBI order or any other such authority as per the circular of the BSE Limited and the National Stock Exchange of India Limited relating to the "Enforcement of SEBI Orders regarding appointment of Directors" by the listed companies dated June 20, 2018.

Dr. Gautam Chaudhuri is a Distinguished Professor and Ex-Executive Chair of the Department of Obstetrics and Gynecology and Distinguished Professor of the Department of Molecular and Medical Pharmacology at UCLA. He completed MBBS from Calcutta University in 1965 and M.D. from All-India Institute of Medical Sciences in 1967. He then obtained a Ph.D. in Pharmacology from London University under the mentorship of a Nobel Laureate.

Dr. Gautam Chaudhuri has already attained the age of 78 years and as per Regulation 17(1A) in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, no listed entity shall appoint a person or continue the Directorship of any person as a Non-Executive Director who has attained the age of 75 years unless a special resolution is passed to that effect.

The Board of Directors of the Company believe that the Company would be benefitted by way of strategic guidance, leadership and wider perspective by the appointment of Dr. Gautam Chaudhuri as an Independent Director on the Board of Directors of the Company.

The Nomination and Remuneration Committee and the Board of Directors of the Company have recommended the appointment of Dr. Gautam Chaudhuri as a "Non-Executive Independent Director" of the Company considering his rich experience and expertise.

The Members are, therefore, requested to grant their approval by way of passing of Special Resolution for the purpose of appointment of Dr. Gautam Chaudhuri, as a Non-Executive Independent Director of the Company with effect from August 03, 2020, not liable to retire by rotation.

The terms and conditions of appointment of Dr. Gautam Chaudhuri as an Independent Director would be made available for inspection, upto the date of the meeting, through electronic mode.

The said terms and conditions are also available at the Company's website www.artemishospitals.com. Relevant details relating to appointment of Dr. Gautam Chaudhuri as required by the Companies Act, 2013, the SEBI (Listing Obligations

and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India are provided in Annexure - 1 to this Notice.

The Board of Directors recommend the Special Resolution set forth in Item No. 5 for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company or their relatives other than Dr. Gautam Chaudhuri is in any way concerned or interested, financially or otherwise, in the proposed Resolution, set out at Item No. 5 of the Notice.

Item No. 6

The Members of the Company may please note that based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on May 22, 2020 had appointed Ms. Deepa Gopalan Wadhwa (DIN: 07862942) as an Additional Director (Independent) subject to approval of the shareholders for a term of 5 (five) consecutive years from May 22, 2020 to May 21, 2025.

The Members may also note that the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 (the Act), proposing candidature of Ms. Deepa Gopalan Wadhwa (DIN: 07862942) for the office of Director in the Company. She is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and the Company has also received declarations from Ms. Deepa Gopalan Wadhwa (DIN: 07862942) that she meets the criteria of independence as stipulated under Section 149(6) and Schedule IV of the Act read with the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and her consent to act as Director(s) in Form DIR-2.

Ms. Deepa Gopalan Wadhwa (DIN: 07862942) is not debarred from holding the office of Director pursuant to any SEBI order or any other such authority as per the circular of the BSE Limited and the National Stock Exchange of India Limited relating to the “Enforcement of SEBI Orders regarding appointment of Directors” by the listed companies dated June 20, 2018.

Ms. Deepa Gopalan Wadhwa has been a distinguished career as a diplomat, who joined the Indian Foreign Service (IFS) in 1979 and retired in December 2015. A graduate from Madras University, she has an undergraduate degree in Chemistry and a post graduate degree in English Literature. Ms. Deepa Gopalan is Chairperson of the India-Japan Friendship Forum, Member Governing Council of the Institute of Chinese Studies and is on the Governing Council of the Asian Confluence based in Shillong.

The Board of Directors of the Company believe that the Company would be benefitted by way of strategic guidance, leadership and wider perspective by the appointment of Ms. Deepa Gopalan Wadhwa (DIN: 07862942) as an Independent Director on the Board of Directors of the Company.

The Nomination and Remuneration Committee and the Board of Directors of the Company have recommended the appointment of Ms. Deepa Gopalan Wadhwa (DIN: 07862942) as a “Non-Executive Independent Director” of the Company considering her rich experience and expertise.

The Members are therefore requested to grant their approval by way of passing an Ordinary Resolution for the purpose of appointment of Ms. Deepa Gopalan Wadhwa (DIN: 07862942), as a Non-Executive Independent Director of the Company with effect from May 22, 2020, not liable to retire by rotation.

The terms and conditions of appointment of Ms. Deepa Gopalan Wadhwa (DIN: 07862942) as an Independent Director would be made available for inspection, upto the date of the meeting, through electronic mode.

The said terms and conditions are also available at the Company’s website www.artemishospitals.com. Relevant details relating to appointment of Ms. Deepa Gopalan Wadhwa (DIN: 07862942) as required by the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India are provided in Annexure - 1 to this Notice.

The Board of Directors recommend the Ordinary Resolution set forth in Item No. 6 for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company or their relatives other than Ms. Deepa Gopalan Wadhwa (DIN: 07862942) are in any way concerned or interested, financially or otherwise, in the proposed Resolution, set out at Item No. 6 of the Notice.

**DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AS REQUIRED UNDER REGULATION
36 OF THE LISTING REGULATIONS & SECRETARIAL STANDARD-2 ON GENERAL MEETINGS**

Name of the Directors	Mr. Neeraj Kanwar (DIN: 00058951)	Dr. Gautam Chaudhuri (DIN: 08801337)	Mr. Sanjib Sen (DIN: 07088442)	Ms. Deepa Gopalan Wadhwa (DIN: 07862942)
Date of Birth	06.09.1971	24.04.1942	21.12.1967	28.11.1955
Date of first appointment on the Board	January 17, 2008	August 03, 2020	August 03, 2020	May 22, 2020
Qualifications	An engineering graduate from Lehigh University in Pennsylvania, USA.	MBBS, M.D. and P.HD	L.L.B	Post Graduate
Expertise	<p>He is a Director of Artemis Medicare Services Limited and the Vice Chairman & Managing Director of Apollo Tyres Ltd.</p> <p>Mr. Neeraj Kanwar is a people-centric leader and believes in empowering employees to enable them to undertake effective and efficient decisions at all times.</p> <p>An engineering graduate from Lehigh University in Pennsylvania, USA, Mr. Neeraj Kanwar is an avid sportsperson. He prefers to spend his leisure time with his family or playing tennis, swimming and travelling.</p> <p>As a business leader, Mr. Neeraj Kanwar is associated with leading industry associations and was recently the Chairman of the Automotive Tyre Manufacturer's Association of India.</p>	<p>Dr. Gautam Chaudhuri completed MBBS from Calcutta University in 1965 and M.D. from All-India Institute of Medical Sciences in 1967. He then obtained a Ph.D. in Pharmacology from London University under the mentorship of a Nobel Laureate. He is a Distinguished Professor and Executive Chair of the Department of Obstetrics and Gynecology and Distinguished Professor of the Department of Molecular and Medical Pharmacology at University of California, Los Angeles. He has over 150 Research Publications to his credit. He is also a member of a large number of International & National Doctoral Committees across the world.</p>	<p>Mr. Sanjib Sen is a designated Senior Advocate at Supreme Court of India and has expertise in Constitutional Law, Corporate and taxation laws, Criminal and Civil laws and has hundreds of reported judgements in all leading law journals. He has taken part in a wide range of arbitrations and has been Arbitrator in several high profile matters. Presently he is in the panel of Arbitrators of Indian Council of Arbitration at FICCI. He has represented top commercial entities in India.</p>	<p>Ms. Deepa Gopalan Wadhwa, has been a distinguished career as a diplomat, who joined the Indian Foreign Service (IFS) in 1979 and retired in December 2015. A graduate from Madras University, she has an undergraduate degree in Chemistry and a post graduate degree in English Literature. She has served as Ambassador of India to Japan (2012-2015), Qatar (2009-2012) and Sweden (2005-2009). She was concurrently accredited as Ambassador to Latvia (from Stockholm), and Republic of the Marshall Islands (from Tokyo). During her career, she has also held other significant assignments in Geneva, Hong Kong, China, The Netherlands, the International Labour Organization (ILO) and the Ministry of External Affairs.</p>
Directorships held in other public companies including private companies which are subsidiaries of public companies (excluding foreign companies)	<ol style="list-style-type: none"> 1. Apollo Tyres Limited 2. PTL Enterprises Limited 3. Sunlife Trade Links Private Limited 	NIL	NIL	<ol style="list-style-type: none"> 1. J.K. Cement Limited 2. JK Paper Limited 3. Bengal & Assam Company Limited 4. Mindtree Limited 5. Mukand Sumi Special Steel Limited 6. Corporate Catalyst India Private Limited

Memberships/ Chairmanships of committees across all companies	Member in Audit Committee, Nomination and Remuneration Committee and Stakeholder Relation Committee of PTL Enterprises Limited Member in Business Responsibility Committee of Apollo Tyres Limited	NIL	NIL	Member in stakeholder relationship Committee and Risk Management Committee of J. K. Cement Limited Member in Nomination and remuneration committee of Mindtree Limited
Number of Meetings attended during the year	3 out of 5	NA	NA	NA
Shareholding of Non-Executive Directors	NIL	NIL	NIL	NIL
Key terms and conditions of appointment / reappointment	Non-Executive Director, liable to retire by rotation.	Appointed as an Additional Director (Independent Director) on the Board of Directors of the Company w.e.f. August 03, 2020 for a term upto 3 year subject to the approval of shareholders of the Company.	Appointed as an Additional Director (Independent Director) on the Board of Directors of the Company w.e.f. August 03, 2020 for a term upto 3 year subject to the approval of shareholders of the Company.	Appointed as an Additional Director (Independent Director) on the Board of Directors of the Company w.e.f. May 22, 2020 for a term upto 5 year subject to the approval of shareholders of the Company.
Remuneration sought to be paid	Only Sitting Fees	Only Sitting Fees	Only Sitting Fees	Only Sitting Fees
Remuneration last drawn	Only Sitting Fees paid	NIL	NIL	NIL
Numbers of Shares held in the Company	NIL	NIL	NIL	NIL
Relationships between directors inter-se	Mr. Onkar S. Kanwar, Chairman of the Company is father of Mr. Neeraj Kanwar and Ms. Shalini Kanwar Chand, Director of the company is sister of Mr. Neeraj Kanwar	N.A	N.A	N.A