

22<sup>nd</sup> February, 2020

ONLINE FILING

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|--|---|
| The Secretary<br>National Stock Exchange of India Limited<br>Exchange Plaza,<br>Bandra-Kurla Complex<br>Bandra (E)<br>Mumbai – 400 051 | The Secretary<br>BSE Limited<br>Phiroze Jeejeebhoy Towers,<br>Dalal Street,<br>Mumbai – 400 001 |
|--|---|

**Sub: Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Notice of Postal Ballot**

Dear Sir,

In compliance with Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith a copy of Postal Ballot Notice dated 04<sup>th</sup> February, 2020 being dispatched to the shareholders of the Company.

The above notice is also uploaded on the website of the Company viz. [www.artemishospitals.com](http://www.artemishospitals.com)

This is submitted for your information and records

Thanking you

For Artemis Medicare Services Limited



Rakesh Kumar Kaushik

Company Secretary & Compliance Officer



Encl: as above



Artemis Hospital (A unit of Artemis Medicare Services Ltd.)

Sector 51, Gurugram - 122001, Haryana, India. Ph.: +91-124-4511 111 | Fax: +91-124-4588 899

Emergency & Trauma: +91-124-4588 888

Registered Office: Plot No. 14, Sector 20, Dwarka, New Delhi - 110075 | Corporate Office: Artemis Hospital, Sector 51, Gurugram - 122001, Haryana, India

CIN: L85110DL2004PLC126414 | GST: 06AAFCA0130M1Z1(HR), 07AAFCA0130M1ZZ(DEL) | TAN: DELA16048E | PAN: AAFCA0130M | Email: info@artemishospitals.com





## **Artemis Medicare Services Limited**

(CIN-L85110DL2004PLC126414)

Regd. Office: Plot No. 14, Sector – 20, Dwarka, New Delhi- 110075

Tel:0124-4511111, Fax: 0124-4588899

Email: investor@artemishospitals.com; Website: www.artemishospitals.com

### **Postal Ballot Notice**

(Pursuant to Section 110 of the Companies Act, 2013)

Dear Member(s),

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), read with the Companies (Management and Administration) Rules, 2014 (“the Rules”) and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR”) (including any statutory modification or re-enactment thereof for the time being in force) and other applicable laws and regulations, the Company is seeking the approval of the Members for the matters as set out in the resolutions appended below to be passed as Ordinary/ Special Resolutions as may be applicable by way of Postal Ballot/ Remote e-Voting.

The explanatory statement pursuant to Section 102 of the Act read with Rules made thereunder pertaining to the resolutions setting out the material facts and the reasons thereof is annexed hereto along with a Postal Ballot Form (the “Form”) for your consideration.

#### **SPECIAL BUSINESS(ES):**

##### **1. Appointment of Dr. Devlina Chakravarty (DIN: 07107875) as Managing Director**

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

“RESOLVED THAT pursuant to the provision of Section 196, 197, 198 & 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), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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 other conditions and modifications as may be prescribed or imposed by any of the authorities, if required/applicable, in granting such approvals, permissions, sanctions and pursuant to the recommendation made by Nomination & Remuneration Committee, Dr. Devlina Chakravarty (DIN 07107875) be and is hereby appointed as Managing Director of the Company for a period of 5 (Five) years with effect from 1<sup>st</sup> April 2020 to 31<sup>st</sup> March 2025 (both days inclusive) on such remuneration for a period of 3 years starting from 1<sup>st</sup> April, 2020 to 31<sup>st</sup> March, 2023 (both days inclusive) on the terms and conditions of appointment and remuneration as set out in the explanatory statement annexed to the notice with liberty and power to the Board to grant increments and to alter and vary from time to time, the terms and conditions of the said appointment, subject to the same not exceeding the limits specified under the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year,

Dr. Devlina Chakravarty will be paid the salary and perquisites as minimum remuneration in accordance with Section II of Part II of Schedule V of the Companies Act, 2013, by making such compliances as provided in the said schedule.

RESOLVED FURTHER THAT the Board of Directors of the Company, severally and jointly, be and is hereby authorized to do all such acts, deeds, things and execute all such documents, instruments, writings, in its absolute discretion, as may be considered necessary, expedient or desirable, including power to sub-delegate, in order to give effect to the foregoing resolution or otherwise as considered by the Board to be in the best interest of the Company as it may deem fit.”

**2. Appointment/ Continuation of Mr. Ugar Sain Anand (DIN: 02055913) as an Independent Director of the Company.**

(a) To appoint Mr. Ugar Sain Anand (DIN: 02055913) as an Independent Director of the Company

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution: -

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), read with the Rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulation”) (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), Articles of Association of the Company and on recommendation of the Nomination & Remuneration Committee and Board of Directors of the Company, Mr. Ugar Sain Anand (DIN: 02055913) who was appointed by the Board of Directors as an Additional Director (Independent Director) of the Company with effect from 10th October, 2019 and who holds office upto the date of ensuing Annual General Meeting and who has submitted a declaration that he meets the criteria of independence under the Act and the Listing Regulations 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 of the Company be and is hereby appointed as Independent Director of the Company for a term of 1 (One) year commencing from 10<sup>th</sup> October, 2019 to 9<sup>th</sup> October, 2020 and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors including any Committee thereof and/ or the Company Secretary be and are hereby authorized to do all such acts, deeds and things as it may be necessary to give effect to this resolution.”

(b) Approval for Continuation of Mr. Ugar Sain Anand (DIN: 02055913) as a Non- Executive Director of the Company

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

“RESOLVED THAT pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the applicable provisions of the Companies Act, 2013 and relevant Rules framed thereunder (including any statutory modification(s) / amendment(s) / re-enactment(s) thereto), approval of the Members be and is hereby accorded to the continuation of directorship of Mr. Ugar Sain Anand (DIN 02055913), aged 77 years, as a ‘Non-Executive Director’ of the Company.”

**3. To Appoint Mr. Sunil Tandon (DIN:08342585) as an Independent Director of the Company**

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution: -

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), read with the Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing

Regulation”) (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), Articles of Association of the Company and on recommendation of the Nomination & Remuneration Committee and Board of Directors of the Company, Mr. Sunil Tandon (DIN: 08342585) who was appointed by the Board of Directors as an Additional Director (Independent Director) of the Company with effect from 10<sup>th</sup> October, 2019 and who holds office upto the date of ensuing Annual General Meeting and who has submitted a declaration that he meets the criteria of independence under the Act and the Listing Regulations 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 of the Company, be and is hereby appointed as Independent Director of the Company for a term of 1 (One) year commencing from 10<sup>th</sup> October, 2019 to 9<sup>th</sup> October, 2020 and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors including any Committee thereof and/ or the Company Secretary be and are hereby authorized to do all such acts, deeds and things as it may be necessary to give effect to this resolution.”

**4. To grant Loan to Subsidiary of the Company**

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

“RESOLVED THAT pursuant to the provisions of Section 185 and any other applicable provisions of the Companies Act, 2013 (“Act”) read with rules made thereunder (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force) and the Memorandum and Articles of Association of the Company and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary and on recommendation of the Audit Committee and Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded for granting a loan (“Proposed Loan”) up to Rs. 5,00,00,000 (Rupees Five Crores only) to Artemis Cardiac Care Private Limited (“ACCPL”), Subsidiary Company (CIN No. U85110DL2019PTC344351), in one or more tranches from time to time on such terms and conditions as may be mutually agreed between the Company and ACCPL.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to negotiate and decide from time to time, the terms and conditions, execute necessary documents, papers, agreements etc. for the grant of aforesaid loans and to do all such acts, deeds and things and to give such directions as may be necessary or expedient in its absolute discretion as it may deems fit and such decisions shall be final and binding on the Company and to settle any question, difficulty that may arise in this regard and to delegate all or any of these powers to any Committee of Directors or any other Officer in this regard, in order to give effect to this Resolution in the best interest of the Company.”

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

**sd/-  
Rakesh Kumar Kaushik  
Company Secretary & Compliance Officer  
FCS – 9929**

**Place: Gurugram  
Date: 4<sup>th</sup> February, 2020**

## NOTES:

1. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 (the Act), setting out the material facts and reasons for the proposed resolutions to be transacted through the Postal Ballot is annexed and forms part of this Notice. The Notice of the Postal Ballot along with the Postal Ballot Form is available on the Company's website i.e. [www.artemishospitals.com](http://www.artemishospitals.com) and NSDL's Website.
2. Information pursuant to the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulation") and applicable Secretarial Standards in respect of continuation of present terms of the Directors and the Directors proposed to be appointed are annexed herewith.
3. The Notice is being sent to all the Members whose names appear in the Register of Members/ List of Beneficial Owners as received from National Securities Depository Limited ("NSDL")/ Central Depository Services (India) Limited ("CDSL") as on 14<sup>th</sup> February, 2020 ("Cut-off Date"). The voting rights shall be reckoned in proportion to the paid-up equity share capital held by the member(s) as on the Cut-off Date i.e. 14<sup>th</sup> February, 2020. Please note that a person who is not a Member as on the Cut-off Date should treat this Notice for information purpose only.
4. The Board of Directors of the Company (the "Board") at its meeting held on 04<sup>th</sup> February, 2020, had appointed Mr. Deepak Kukreja and Ms. Monika Kohli, Partners, DMK Associates (Practicing Company Secretary) as the Scrutinizer for conducting the Postal Ballot including e-Voting process in a fair and transparent manner. The Postal Ballot Form and the self-addressed business reply envelope is enclosed for the use of Members.
5. In compliance with the provisions of Sections 108 and 110 and other applicable provisions of the Act, read with rules made thereunder as amended and Regulation 44 of the Listing Regulation, the Company is pleased to provide facility to all Members of the Company holding shares in physical or dematerialized form as on the Cut-off Date to exercise their vote by electronic means on the items/resolutions through the electronic voting service facility arranged by National Securities Depository Limited (NSDL). The Company has entered into an agreement with NSDL for facilitating e-Voting and to enable the Members to cast their votes electronically instead of dispatching Postal Ballot Form. The e-Voting is optional.
6. The period of voting through postal ballot Form and e-Voting commences on 24<sup>th</sup> February, 2020 (10:00AM) and ends on 24<sup>th</sup> March, 2020 (5:00 PM). During this period, the Members of the Company holding shares either in physical form or in dematerialized form as on the Cut-off Date, may cast their vote electronically. The e-Voting module shall be disabled by NSDL for voting thereafter and the voting shall not be allowed beyond the said date and time. Once the vote on a resolution is casted by the Members, they shall not be allowed to change it subsequently.
7. The voting rights of Members shall be as per the number of equity shares held by Members as on the "Cut-off Date". Please note that a person who is not a Member as on the Cut-off Date should treat this Notice for information purpose only.
8. As per Section 110 of the Act, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, Notice of Postal Ballot may be served on the Members through electronic means. Members who have registered their e-mail IDs with depositories or with the Company are being sent this Notice of Postal Ballot by e-mail and the Members who have not registered their e-mail IDs will receive Notice of Postal Ballot along with physical ballot form through post/ courier. Members who have received Postal Ballot Notice by e-mail and who wish to vote through physical form may indicate their option to receive the physical form from the Company by clicking on the box provided in the e-mail or alternatively, download the Form from the link [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or from the 'Investor' tab on the Company's website [www.artemishospitals.com](http://www.artemishospitals.com).

9. Members are requested to carefully read the instructions printed on the Postal Ballot Form, record your assent (for) or dissent (against) therein, by filling necessary details and affix your signature at the designated place in the Postal Ballot Form and return the same in original, duly completed and signed in the enclosed self-addressed, postage pre-paid envelope (if posted in India) so as to reach the Scrutinizer not later than 5:00 PM on 24<sup>th</sup> March, 2020. If any Postal Ballot Form is received after 05.00 PM on 24<sup>th</sup> March, 2020, it will be considered as no reply has been received from the member.
10. The Members can opt for only one mode of voting i.e. either by way of Postal Ballot or Remote E-voting. In case Members cast their vote through both modes, then voting through Remote E-voting shall be treated as valid and voting done through Postal Ballot Form shall be treated as invalid.
11. The votes should be cast either in favour or against by putting the tick (√) mark in the column provided for assent or dissent. Postal Ballot Form bearing (√) in both the columns will render the Form invalid.
12. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of a Postal Ballot will be final and binding.
13. In case of shares held by Companies, Trusts, Societies etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution/Authority Letter.
14. The Scrutinizer shall after the conclusion of voting, unblock the votes cast through E-voting in the presence of at least two witnesses not in the employment of the Company and shall make not later than Forty-Eight hours of the conclusion of voting and upon completion of the scrutiny of the Forms, the Scrutinizer will submit his consolidated report of the total votes cast in favour or against, if any, to the Chairman/ any other person authorised by him. Based on the Scrutinizer's report, the result of the Postal Ballot would be announced by the Chairman or any other person authorized by him on or before 5:00 PM on 26<sup>th</sup> March, 2020 at the Registered Office of the Company. The aforesaid result along with the Scrutinizer's report would be displayed on the Notice Board of the Company at its Registered Office and its Head Office/ Corporate Office and shall be intimated to the Stock Exchanges where the shares of the Company are listed and will be displayed on the Company's website i.e. [www.artemishospitals.com](http://www.artemishospitals.com). Further, the same will also be made available on the website of e-Voting agency i.e. <https://www.evoting.nsd.com>.
15. The resolutions, if passed by the Members through Postal Ballot/E-Voting with requisite majority shall be deemed to have been passed on 24<sup>th</sup> March, 2020 i.e. last date of receipt of Postal Ballot Form.
16. All documents referred to in the Notice and Explanatory Statement are open for inspection at the Registered Office of the Company between 11:00 AM to 5:00 PM on any working day up to the date of declaration of results of the Postal Ballot.
17. Members desiring to opt for e-Voting as per facilities arranged by the Company are requested to read the procedure mentioned below for e-voting.
18. Procedure for Members opting for e-Voting

The Instructions for e-Voting are as under:

**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.nsd.com/>**

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

## STEP - 1

### 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:

| <b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b> | <b>Your User ID is:</b>  |
|---|--|
| a) For Members who hold shares in demat account with NSDL             | 8 Character DP ID followed by 8 Digit Client ID<br>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<br>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<br>For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |

5. Your User ID 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, your ‘initial password’ is communicated to you on your postal address.
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](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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.

## **STEP - 2**

### **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**

- i. 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](mailto:deepak.kukreja@dmkassociates.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- ii. 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](http://www.evoting.nsdl.com) to reset the password.

- iii. 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](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request [atevoting@nsdl.co.in](mailto:atevoting@nsdl.co.in)
19. 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](mailto:evoting@nsdl.co.in); [pratikB@nsdl.co.in](mailto:pratikB@nsdl.co.in) or [pallavid@nsdl.co.in](mailto: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](mailto:investor@artemishospitals.com).

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

### **Item No. 1**

The Members may please note that pursuant to resolution passed by shareholders on 30<sup>th</sup> March, 2015, Dr. Devlina Chakravarty (DIN: 07107875) was appointed as a Whole-Time Director designated as an Executive Director of the Company for a period of 5 years with effect from 2<sup>nd</sup> April, 2015 till 1<sup>st</sup> April, 2020.

At the meeting of the Board of Directors held on 4<sup>th</sup> February, 2020, Dr. Devlina Chakravarty was appointed as the Managing Director of the Company for a period of 5 (five) years with effect from 1<sup>st</sup> April, 2020 on such terms and conditions including remuneration as recommended by Nomination & Remuneration Committee of the Company, subject to the approval of the shareholders of the Company and by any other authority, if required/ applicable.

Dr. Devlina Chakravarty 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 20<sup>th</sup> June, 2018.

Pursuant to Section II of Part II of Schedule V to the Companies Act, 2013 ("the Act"), the remuneration payable to Dr. Devlina Chakravarty has been recommended and approved for a period of three years effective from 1<sup>st</sup> April, 2020 to 31<sup>st</sup> March, 2023 by the Nomination and Remuneration Committee at its Meeting held on 4<sup>th</sup> February, 2020 and subsequently by the Board of Directors at its Meeting held on the same day. The approval of the Members is sought for the proposed appointment as Managing Director for aforesaid period and remuneration payable to Dr. Devlina Chakravarty as the Managing Director of the Company for the period from 1<sup>st</sup> April, 2020 to 31<sup>st</sup> March, 2023 (both days inclusive) up to an amount not exceeding Rs. 7 Crores (Rupees Seven Crores Only).

The terms and condition of the said appointment (including proposed remuneration for 3 years) are set out below:

- 1. Basic Salary:** Rs. 14,00,000/- per month with suitable increases as may be determined by the Board of Directors of the Company (which expression shall include a Committee thereof) 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, house maintenance allowance, reimbursement of expenses or allowances for furnishings, repairs,

driver salary, medical reimbursement, leave travel concession/allowance for herself and her family, club fee, medical/accident insurance and such other perquisites and allowances as may be allowed under the Company's rules/schemes, 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) Provision of cars(s) for use on Company's business.
- e) Dr. Devlina Chakravarty shall also be entitled to reimbursement of entertainment expenses actually and properly incurred in the course of legitimate business of the Company.
- f) Dr. Devlina Chakravarty 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 Dr. Devlina Chakravarty 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 Dr. Devlina Chakravarty 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 18<sup>th</sup> May, 2004 as a Private Limited Company and was converted into a Public Limited Company on 5<sup>th</sup> October, 2009. Its first Hospital became operational in the month of July, 2007 in the city of Gurugram, Haryana.

**(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:

| Particulars                        | (Rs. in Lacs)   |                 |                 |
|------------------------------------|-----------------|-----------------|-----------------|
|                                    | Year ended      | Year ended      | Year ended      |
|                                    | 31.03.2019      | 31.03.2018      | 31.03.2017      |
| Revenue from Operations            | 54,650.09       | 50,277.13       | 45,899.55       |
| Other Income                       | 391.91          | 390.76          | 513.01          |
| Depreciation and Amortization      | 1,992.29        | 1,847.08        | 1,515.85        |
| Profit before Tax                  | 3,739.82        | 3,546.76        | 3,239.62        |
| Tax Expense                        | 1,663.05        | 869.74          | 532.94          |
| Profit/(loss) after tax before OCI | 2,076.77        | 2,677.02        | 2,706.68        |
| Other Comprehensive Income (OCI)   | -9.75           | 2.88            | 19.15           |
| <b>Profit after tax and OCI</b>    | <b>2,067.02</b> | <b>2,679.90</b> | <b>2,725.83</b> |

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

The Company engaged in the business of providing tertiary care medical services to the patients coming from across the globe and has also entered into several agreements with foreign Parties/ Government representatives.

**II. Information about the appointee**

**(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 appointed 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 Harding Medical College, New Delhi and she received her MD, DNB, DMRD from the University of Mumbai. Post which she was trained in all aspects of high-end imaging in India and abroad, having done her preceptorship from the University of California LA, USA; as a visiting fellow at the University of Venusberg and Sieberg, Germany, Brigham & Women, Boston, USA; University of Bonn and University of Hasselt, Belgium. She has a number of publications and research papers to her credit. She also received her Diploma in Hospital Administration (DHA) from National Institute of Health & Family Welfare, New Delhi in the year 2009. She has pioneered the key initiatives in enhancing the competitiveness of the Company’s operations and services across the board.

**(ii) Past remuneration:**

Total remuneration paid to her was Rs. 258.99 Lacs for the year 2017, Rs. 403.59 Lacs for the year 2018 and Rs. 459.77 for year 2019.

**(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: Already given above**

**(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 payable to her, she does not have any pecuniary relationship with the Company and she does not have any relationship with the managerial personnel of the Company.

### **III. Other Information**

- 1. Reasons of loss or inadequate profits:** - The Company is now generating profits, however it will take time for the Company to generate adequate profits in view of the various sectors including government policies and competition influencing the current healthcare scenario in the country.
- 2. Steps taken or proposed to be taken for improvement:** - The Company involves in 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 health care.
  - Focus on medical, nursing and para-medical education and allied health training.
  - Patient centric processes conforming to International Patient Protocols.
  - Company is proactively considering to augment the capacity of the hospitals as a part of its expansion plan.
- 3. Expected increase in productivity and profits in measurable terms etc.:** The Company has taken initiatives to improve patient care services as against competing hospitals and will continue in its endeavor 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 2018-19 had registered a growth of 9%. The company is expected to grow at a much faster pace in coming years.

Relevant details relating to appointment of Dr. Devlina Chakravarty as required by the Act, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Secretarial Standard - 2 on General Meetings issued by the ICSI are provided in Annexure - 1 to this Notice.

Pursuant to Section 190 of the Act, a copy of the Board Resolution setting out terms and conditions is kept and available for inspection at the Registered and Corporate office of the Company on all working

days (except Sundays and Public Holidays) between 11.00 a.m. to 1.00 p.m. from the date of dispatch of the Notice until the last date for receipt of votes by Postal Ballot/ e-voting.

The Board recommends the passing of the resolution as Special Resolution as set out at Item No. 1 of the Notice for approval by the Members.

None of the Directors, Key Managerial Personnel of the Company or their relatives other than Dr. Devlina Chakravarty, is in any way concerned or interested, financially or otherwise, in the proposed Resolution, set out at Item No. 1 of the Notice.

## **Item No. 2**

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 10<sup>th</sup> October, 2019 had appointed Mr. Ugar Sain Anand (DIN: 02055913) as an Additional Director (Independent Director) subject to approval of the shareholders for a period of 1 (One) year with effect from 10<sup>th</sup> October, 2019.

The Members may also note that the Company has also received a notice in writing from a member under Section 160 of the Companies Act, 2013 (the Act), proposing candidature of Mr. Ugar Sain Anand for the office of Director in the Company. He is not disqualified from being appointed as Director(s) in terms of Section 164 of the Companies Act, 2013 and the Company has also received declarations from Mr. Ugar Sain Anand 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 Regulations) Regulations, 2015 (“Listing Regulations”).

Mr. Ugar Sain Anand 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 20<sup>th</sup> June, 2018.

Mr. Ugar Sain Anand is a Chartered Accountant with over 38 years of experience. He joined the Board of Directors of the Company in the year 2019. His experience is focused in the areas of Accounts, Finance, Taxation and Business development.

The Members may also note that at the time of appointment of Mr. Ugar Sain Anand, the Company was unlisted. Presently, the Company has received the final listing and trading approvals from NSE & BSE, effective from 23<sup>rd</sup> January, 2020.

As per new Regulation 17(1A) of the Listing Regulations effective 1<sup>st</sup> April, 2019, no listed company shall appoint or continue the directorship of a Non-Executive Director who has attained the age of 75 (Seventy-Five) years unless a Special Resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the Notice for such appointment.

Mr. Ugar Sain Anand is a Non-Executive Director (Independent) of the Board of Directors of the Company with effect from 10<sup>th</sup> October, 2019. Since, Mr. Ugar Sain Anand has already attained the age of 77 years, it is necessary to seek approval of the Members of the Company by way of passing special resolution for continuation of his directorship on the Board of Directors of the Company.

The Board of Directors of the Company believed that the Company would be benefitted by way of strategic guidance, leadership and wider perspective by the appointment of Mr. Ugar Sain Anand 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 continuation of directorship of Mr. Ugar Sain Anand as a “Non-Executive Independent

Director” of the Company considering his rich experience, expertise and contribution to of the Company since his appointment.

The Members are therefore requested to grant their approval by way of passing an Ordinary Resolution for the purpose of appointment of Mr. Ugar Sain Anand, as a Non-Executive Independent Director of the Company with effect from 10<sup>th</sup> October, 2019, not liable to retire by rotation and also by way of Special Resolution for the purpose of continuation of his directorship as a Non-Executive Director in terms of Regulation 17(1A) of the Listing Regulation as the Company’s status got changed from unlisted to listed effective from 23rd January, 2020.

The terms and conditions of appointment of Mr. Ugar Sain Anand will be available for inspection by the Members at the Registered Office and the Corporate Office of the Company, during the working hours on all working days upto date of closing of the Postal Ballot. The said terms and conditions are also available at the Company’s website [www.artemishospitals.com](http://www.artemishospitals.com). Relevant details relating to appointment of Mr. Ugar Sain Anand 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 recommends the Ordinary and Special Resolution set forth in Item No. 2 (a) & (b) for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company or their relatives other than Mr. Ugar Sain Anand is in any way concerned or interested, financially or otherwise, in the proposed Resolutions, set out at Item No. 2 (a) & (b) of the Notice.

### **Item No. 3**

The Members of the Company may please note that based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors in its meeting held on 10<sup>th</sup> October, 2019 had appointed Mr. Sunil Tandon (DIN: 08342585) as an Additional Director (Independent Director) subject to approval of the Members for a period of 1 (One) year with effect from 10<sup>th</sup> October, 2019.

The Company has also received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing candidature of Mr. Sunil Tandon for the office of Director. He is not disqualified from being appointed as Director(s) in terms of Section 164 of the Companies Act, 2013 (the Act) and the Company has also received declaration from Mr. Sunil Tandon 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 Regulations) Regulations, 2015 (“Listing Regulations”) and their consent to act as Director(s) in Form DIR-2.

Mr. Sunil Tandon 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 20th June, 2018.

Mr. Sunil Tandon is a Mechanical Engineer from Delhi College of Engineering (1975 batch) and an MBA with top honours & a gold medal from FMS (1977 batch), University of Delhi. He has started his career with Engineers India Ltd. a premier Engineering design consultancy, where he had the opportunity of working with International Engineering design companies like Toyo, Snam Progetti etc. Thereafter, Mr. Sunil Tandon has changed over to commercial aspects of business, including Purchase & Project exports at Ballarpur Industries Ltd, followed by a stint as Executive Asstt. to Vice Chairman at Modi Alkalies & Chemicals with exposure to diverse functions.

The Board of Directors of the Company believed that the Company would be benefitted by way of strategic guidance, leadership and wider perspective by the appointment of Mr. Sunil Tandon as an Independent Director on the Board of Directors of the Company.

The terms and conditions of appointment of Mr. Sunil Tandon will be available for inspection by the Members at the Registered Office and the Corporate Office of the Company, during the working hours on all working days upto date of closing of the Postal Ballot. The said terms and conditions are also available at the Company's website [www.artemishospitals.com](http://www.artemishospitals.com). Relevant details relating to the appointment of Mr. Sunil Tandon as required by the Act, the 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 now seeks to confirm his appointment as an Independent Director and recommends the Resolution to be passed as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives other than Mr. Sunil Tandon is in any way concerned or interested, financially or otherwise, in the proposed Resolution, set out at Item No. 3 of the Notice.

#### **Item No. 4**

The Members may please note that the Company has received a request from newly incorporated Company i.e. Artemis Cardiac Care Private Limited ("ACCPL") Subsidiary Company, which is in the business of operating cardiology centers for a temporary loan of upto Rs. 5 Crores (Rupees Five Crores Only) for matching its working capital needs, in one or more tranches from time to time at a prevailing market rate and as per the agreement proposed to be executed with Subsidiary Company on this.

In terms of Section 185 of the Companies Act, 2013 ('the Act'), the Board of Directors seeks consent of the Members by way of a Special Resolution for providing loan to ACCPL, its subsidiary company.

A transaction with ACCPL, Subsidiary Company being related party as per Section 2(76) of the Companies Act, 2013 requires the approval of the Audit Committee of the Company. The Audit Committee has approved the transaction with the related party in its meeting held on 04<sup>th</sup> February, 2020.

The Members may note that Board of Directors would carefully evaluate proposals and provide such loan, guarantee or security through deployment of funds out of internal resources/accruals and/or any other appropriate sources, from time to time. The loans will be utilized by the subsidiary company for its principal business activities only.

The Board of Directors recommends the resolution set out at Item No. 4 of this Notice for your approval as a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives other than Mr. Onkar S. Kanwar, Mr. Rakesh Kumar Kaushik and Dr. Devlina Chakravarty is in any way concerned or interested, financially or otherwise, in the proposed Resolution set out at Item No. 4 of the Notice.

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

sd/-  
**Rakesh Kumar Kaushik**  
**Company Secretary & Compliance Officer**  
**FCS – 9929**

**Place: Gurugram**  
**Date: 4<sup>th</sup> February, 2020**

## Annexure 1

### Additional information on Director(s) recommended for appointment or seeking continuation of present term as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable Secretarial Standards

| Name of the Directors                                   | Dr. Devlina Chakravarty<br>(DIN: 07107875)  | Mr. Ugar Sain Anand<br>(DIN:02055913)   | Mr. Sunil Tandon<br>(DIN:08342585)   |
|---|---|---|--|
| Aged about  | 52 years  | 77 years  | 66 years   |
| Date of First Appointment                               | 02/04/2015  | 10/10/2019  | 10/10/2019   |
| Expertise in specific functional areas                  | Radiologist   | Chartered Accountant  | Mechanical Engineer  |
| Experience  | Dr Devlina Chakravarty started her career in 1993 as a radiologist trained from Mumbai University. She did fellowships/ perceptorship programmes from University of Berlin (Germany), UCLA (Los Angeles) and Brigham & Women (Boston) in Head and Neck & Body Imaging. She worked as senior faculty and Programme Director in Radiology in different reputed hospitals in Delhi before joining AMSL. She is the Whole Time Director of the Company designated as Executive Director of the Company. | Mr. Ugar Sain Anand, is a Chartered Accountant, with over 38 years of experience. He joined the Board of Directors of the Company in the year 2019. His experience is focused in the areas of Accounts, Finance, Taxation and Business development. | Mr. Sunil Tandon is a Mechanical Engineer from Delhi College of Engineering (1975 batch) and an MBA with top honours & a gold medal from FMS (1977 batch), University of Delhi. He has started his career with Engineers India Ltd. a premier Engineering design consultancy, where he had the opportunity of working with International Engineering design companies like Toyo, Snam Progetti etc. Thereafter, Mr. Sunil Tandon has changed over to commercial aspects of business, including Purchase & Project exports at Ballarpur Industries Ltd, followed by a stint as Executive Asstt. to Vice Chairman at Modi Alkalies & Chemicals with exposure to diverse functions. |
| Qualifications  | MD, DNB, DMRD, Radiologist  | Member of Institute of Chartered Accountants of India   | Mechanical Engineer, MBA   |
| Key terms and conditions of appointment / reappointment | Already Given under Explanatory Statement (Item No. 1)  | Appointed as an Additional Director (Independent Director) on the Board of Directors of the Company w.e.f. October 10, 2019 for a term upto one 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. October 10, 2019 for a term upto one year subject to the approval of shareholders of the Company.   |

|   |   |  |  |
|---|---|--|--|
| The number of Meetings of the Board attended during the FY 2019-20 (i.e. up to Feb 4, 2020) | She attended 4 (four) Meetings out of 5 (five) Board Meetings during FY 2019-20 (i.e. up to Feb 4, 2020)                                      | He attended 2 (Two) Meetings out of 2 (Two) Board Meetings held after his appointment during FY 2019-20 (i.e. up to Feb 4, 2020)   | He attended 1 (One) Meetings out of 2 (Two) Board Meetings held after his appointment during FY 2019-20 (i.e. up to Feb 4, 2020) |
| Number of Equity Shares held in the Company   | Nil   | Nil  | Nil  |
| Directorship held in other companies  | 1) Artemis Cardiac Care Private Limited   | 1) PTL Enterprises Limited;<br>2) Apollo International Limited;  | PTL Enterprises Limited  |
| Remuneration sought to be paid  | Already Given under Explanatory Statement (Item No. 1)  | Only Sitting Fees  | Only Sitting Fees  |
| Remuneration last drawn   | Already Given under Explanatory Statement (Item No. 1)  | Only Sitting Fees paid   | Only Sitting Fees paid   |
| Membership / Chairmanship of Committees of other public companies                           | Member in the Corporate Social Responsibility Committee and Stakeholder Relationship Committee of Board of Artemis Medicare Services Limited. | Member in the Audit Committee of Board of Artemis Medicare Services Limited.<br><br>Member of Audit, Nomination & Remuneration Committee, Stakeholder Relationship Committee, CSR Committee, Risk Management Committee of PTL Enterprises Limited<br><br>Membership of Audit and Nomination & Remuneration Committee of Apollo International Limited | Nil  |
| Relationships with other Directors / Managers / KMP's                                       | N.A.  | N.A.   | N.A.   |



Regd. Office: Plot No. 14, Sector – 20, Dwarka, New Delhi- 110075  
 (CIN-L85110DL2004PLC126414) Tel:0124-4511111, Fax: 0124-4588899  
 Email: investor@artemishospitals.com; Website: www.artemishospitals.com

## Artemis Medicare Services Limited

Regd. Office: Plot No. 14, Sector-20, Dwarka, Delhi- 110075, India  
(CIN-L85110DL2004PLC126414) Tel: +91 124-4511 111 Fax: +91- 124-4588899  
email: [investor@artemishospitals.com](mailto:investor@artemishospitals.com); Web: [www.artemishospitals.com](http://www.artemishospitals.com)

### POSTAL BALLOT FORM

**Name & Address of the Member(s)**

Postal Ballot No.....

| Registered Folio No. | DP ID No. | Client ID No. | Number of shares held |
|----------------------|-----------|---------------|-----------------------|
|                      |           |               |                       |

| e-Voting Even Number | User ID | Password |
|----------------------|---------|----------|
|                      |         |          |

I/We hereby exercise my/our vote in respect of the Ordinary/Special Resolutions to be passed through Postal Ballot for the business stated in the Notice of the Company dated 4<sup>th</sup> February, 2020 by conveying my/our assent or dissent to the said Resolution by placing the tick ( ✓ ) mark in the appropriate box below:-

| Sl.No. | Description of the Ordinary/Special Resolution  | No. of Shares | I/We assent to the Resolution (FOR) | I/We dissent to the Resolution (AGAINST) |
|--------|---|---------------|-------------------------------------|--|
| 1      | Appointment of Dr. Devlina Chakravarty (DIN: 07107875) as Managing Director                           |               |                                     |  |
| 2      | Appointment/Continuation Mr. Ugar Sain Anand (DIN:02055913) as an Independent Director of the Company |               |                                     |  |
| 3      | To appoint Mr. Sunil Tandon (DIN: 08342585) as an Independent Director of the Company                 |               |                                     |  |
| 4      | To grant loan to subsidiary of the Company  |               |                                     |  |

**Place :**

**Date :**

**(Signature of the Member)**

**Note:**

- (1) Please read the instructions printed overleaf carefully before exercising your vote.
- (2) Members holding shares in dematerialized mode and physical form are requested to intimate all changes with respect to their bank details, email address etc. to their Depository Participant and Company respectively.

# INSTRUCTIONS

## 1. GENERAL INFORMATION

- a) There will be one Postal Ballot Form/e-Voting for every Client ID No./ Folio No., irrespective of the number of joint holders.
- b) Members can opt for only one mode of voting i.e. either by Postal Ballot or through e-Voting. In case you are opting for voting by Postal Ballot, then please do not cast your vote by e-Voting and vice versa. In case Members cast their votes both by Postal Ballot and e-Voting, the votes cast through e-Voting shall prevail and the votes cast through Postal Ballot Form shall be considered invalid.
- c) Voting rights in the Postal Ballot / e-Voting cannot be exercised by a proxy.
- d) The voting rights of Members shall be as per the number of equity shares held by Members as on February 14, 2020 ("Cut-off Date").
- e) The e-Voting period commences on February 24, 2020 (10:00 AM) and ends on March 24, 2020 (5:00 PM)

## 2. PROCESS FOR MEMBERS OPTING FOR VOTING BY POSTAL BALLOT

- a) Members desiring to cast their vote by Postal Ballot should complete and sign this Postal Ballot Form and send it to the Scrutinizer i.e. Mr Deepak Kukreja and Ms. Monika Kohli, Partners, DMK Associates (practicing Company Secretary), in the enclosed postage prepaid self-addressed envelope. Postal Ballot Forms deposited in person or sent by post or courier at the expense of the Member will also be accepted;
- b) The votes should be cast either in favour or against by putting the tick ( ✓ ) mark in the column provided for assent or dissent. Postal Ballot Form bearing tick marks in both the columns will render the Postal Ballot Form invalid;
- c) In case of joint holding, this Postal Ballot Form should be completed and signed by the first named Member and in his absence by the next named Member;
- d) In respect of shares held by Corporate and Institutional Members (Companies, Trusts, Societies, etc.), the completed Postal Ballot Form should be accompanied by a certified copy of the relevant Board resolution / appropriate authorization, with the specimen signature(s) of the authorised signatory(ies) duly attested;
- e) The signature of the Member on this Postal Ballot Form should be as per the specimen signature furnished by National Securities Depository Limited (NSDL)/ Central Depository Services (India) Limited (CDSL) or registered with the Company, in respect of shares held in dematerialized form or in physical form, respectively;
- f) Duly Completed Postal Ballot Forms should reach the Scrutinizer not later than the close of working hours i.e. at 5:00 PM on 24th March, 2020. Postal Ballot Forms received after this date will be considered invalid;
- g) Postal Ballot Forms which are incomplete or unsigned or defective in any manner are liable to be rejected. The Scrutinizer's decision in this regard shall be final and binding;
- h) A Member seeking duplicate Postal Ballot Form or having any grievance pertaining to the Postal Ballot process can write to the Company at [investor@artemishospitals.com](mailto:investor@artemishospitals.com);
- i) Members are requested not to send any paper (other than the resolution/authority as mentioned under "Process for Members opting for voting by Postal Ballot" point 2(d) above) along with the Postal Ballot Form in the enclosed self-addressed envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope the same would not be considered and would be destroyed by the Scrutinizer;
- j) The result of the Postal Ballot would be announced on or before 5:00 PM on 26th March, 2020 at the Registered Office of the Company and the same will be displayed on the Company's website viz. [www.artemishospitals.com](http://www.artemishospitals.com);
- k) The vote(s) of a Member will be considered invalid, inter alia, on any of the following grounds:
  - a. If the Member's signature does not tally;
  - b. If the Member has marked his/ her/ its vote both for 'Assent' and 'Dissent' to the resolution in such a manner that the aggregate shares voted for 'Assent' and 'Dissent' exceeds total number of shares held;
  - c. If the postal ballot form is unsigned, incomplete or incorrectly filled;
  - d. If the Postal Ballot Form is torn or defaced or mutilated such that it is difficult for the Scrutinizer to identify either, the Member, or the number of votes, or as to whether the votes are for 'Assent' or 'Dissent', or if the signature could not be verified or one or more of the above grounds;
  - e. A Form other than one issued by the Company has been used;
  - f. It has not been signed by or on behalf of the Member;
  - g. Neither assent nor dissent is mentioned;
  - h. Any competent authority has given directions in writing to the Company to freeze the Voting Rights of the Member;
  - i. The postal ballot form signed in a representative capacity is not accompanied by a certified copy of the relevant specific authority;
  - j. It is received from a Member who is in arrears of payment of calls;
  - k. Member has made any amendment to the Resolution or imposed any condition.