

ARTEMIS MEDICARE SERVICES LIMITED

CIN: L85110DL2004PLC126414

Registered Office: Plot No. 14, Sector- 20, Dwarka, Delhi-110 075

Corporate Office: Artemis Hospital, Sector 51, Gurugram, Haryana-122 001

Tel.: +91-124-4511 111 | E-mail: investor@artemishospitals.com

Website: www.artemishospitals.com

POSTAL BALLOT NOTICE

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

Dear Member,

NOTICE is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 (**"the Act"**) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, General Circular nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020 read with other subsequent circulars issued in this regard, the latest being Circular No. 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs (**"MCA Circulars"**), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (SS-2) and any other applicable laws, rules, circulars, notifications and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), that the resolution set out below is proposed to the Members of Artemis Medicare Services Limited (**"the Company"**) to be passed as a Special Resolution by way of Postal Ballot (only through remote e-Voting).

Pursuant to Section 102 and other applicable provisions of the Act, an Explanatory Statement setting out the material facts and reasons pertaining to the resolution proposed in this Postal Ballot Notice (**"Postal Ballot Notice"**) is annexed hereto for your consideration.

In compliance with the MCA Circulars, Postal Ballot Notice is being sent by e-mail to all Members of the Company whose e-mail addresses are registered with the Company or its Registrar and Transfer Agent or the Depository Participant(s) and to all other persons so entitled. The communication of assent/ dissent of the Members will only take place through the remote e-Voting. Hard copy of Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot. The Company has engaged the National Securities Depository Limited for facilitating remote e-Voting. The detailed procedure with respect to remote e-Voting is mentioned in Postal Ballot Notice.

Mr. Ankit Tiwari (holding Certificate of Practice No. 24431), Proprietor, Ankit Tiwari & Co., Practicing Company Secretaries, has been appointed as the Scrutinizer for conducting the Postal Ballot / e-voting process in a fair and transparent manner.

The Company is desirous of seeking your consent for the proposal as contained in the resolution given hereinafter.

You are requested to peruse the proposed resolution along with the Explanatory Statement and thereafter accord your assent or dissent by means of remote e-Voting facility provided by the Company.

SPECIAL BUSINESS

1. TO APPROVE RAISING OF FUNDS IN ONE OR MORE TRanches BY ISSUANCE OF EQUITY SHARES AND/OR OTHER ELIGIBLE SECURITIES

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

"RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62, 71 and other applicable provisions, if any, of the Companies Act, 2013 (**"Act"**) including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 and any other rules and regulations framed thereunder (including any amendment(s), statutory modification(s), or re-enactment(s) thereof for the time being in force) and the relevant provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (**"SEBI ICDR Regulations"**), the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as amended (**"SEBI Debt Regulations"**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**"SEBI LODR Regulations"**), to the extent applicable, and the Foreign Exchange Management Act, 1999 and the regulations and rules issued thereunder including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended, the Consolidated FDI Policy issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India from time to time, each as amended, the listing agreements entered into by the Company with the BSE Limited and the National Stock Exchange of India Limited where

the equity shares of face value of Re. 1/- (Rupee One only) each of the Company are listed ("**Stock Exchanges**", and such equity shares, the "**Equity Shares**"), and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company, and any other provisions of applicable law (including all other applicable statutes, clarifications, rules, regulations, circulars, notifications, and guidelines issued by the Government of India, Ministry of Corporate Affairs ("**MCA**"), Reserve Bank of India ("**RBI**"), Securities and Exchange Board of India ("**SEBI**"), Stock Exchanges, Jurisdictional Registrar of Companies ("**RoC**") and/ or any other statutory/ regulatory authorities, in India or abroad ("hereinafter singly or collectively referred to as the "**Appropriate Authorities**"), and subject to all approvals, permissions, consents, and/or sanctions as may be necessary or required from Appropriate Authorities, and subject to such terms, conditions, or modifications as may be prescribed or imposed while granting such approvals, permissions, consents, and/or sanctions by any of the Appropriate Authorities, which may be agreed to by the board of directors of the Company ("**Board**", which term shall include any committee which the Board may have constituted or may hereinafter constitute to exercise its powers, including the powers conferred by this resolution) and subject to any other alterations, modifications, conditions, changes and variations that may be decided by the Board, the approval of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot (including with provisions for reservations on firm and/ or competitive basis, for such part of issue and for such categories of persons as may be permitted by applicable law) such number of Securities (as defined hereinafter) for cash, by way of issuance of fully paid-up Equity Shares, fully or partly convertible debentures, non-convertible debentures along with warrants, any other equity based instruments or securities, and/ or any other financial instruments/ securities convertible into and/ or linked to Equity Shares (including warrants (detachable or not), or otherwise, in registered or bearer form) or any combination thereof (all of which are hereinafter referred to as "**Securities**"), in one or more tranches and/ or one or more issuances simultaneously or otherwise for an aggregate amount not exceeding Rs. 700 Crore (Rupees Seven Hundred Crore only), which may include a discount of up to not more than 5 (Five) percent on the floor price calculated as per Regulation 176 of the SEBI ICDR Regulations (inclusive of such premium to face value as may be fixed on such Securities), whether Rupee denominated or denominated in one or more foreign currencies, including by way of preferential issue(s), private placement(s), qualified institutions placement(s) and/ or any combination thereof or any other method as may be permitted under applicable laws, to eligible investors, in the course of domestic or international offerings, through preliminary placement document, placement document and/ or other permissible/ requisite offer documents/ writings/ circulars/ memoranda in such a manner to any eligible person, including qualified institutional buyers in accordance with Chapter VI of the SEBI ICDR Regulations, or otherwise, foreign/ resident investors (whether institutions, banks, incorporated bodies, mutual funds, individuals, trustees or otherwise), venture capital funds (foreign or Indian), alternative investment funds, foreign portfolio investors, Indian and/ or multilateral financial institutions, non-resident Indians, pension funds, accredited investors and/ or any other categories of investors, who are authorised to invest in the Securities of the Company as per extant regulations/ guidelines or any combination of the above, whether they being existing holders of the Securities or not (collectively referred to as the "**Investors**"), as may be decided by the Board/ Committee in its absolute discretion and permitted under applicable laws, at such price or prices, at a discount or premium to market price or prices permitted under applicable laws, with authority to retain over subscription up to such percentage as may be permitted under applicable laws, in such manner and on such terms and conditions including the discretion to determine the categories of Investors to whom the offer, issue and allotment of Securities shall be made to the exclusion of others, as may be deemed appropriate by the Board/ Committee in its absolute discretion and as may be prescribed under applicable laws, and without requiring any further approval or consent from the Members at the time of such issue and allotment considering the prevailing market conditions and other relevant factors in consultation with the merchant banker(s) to be appointed by the Company so as to enable the Company to list its Securities on any stock exchanges.

RESOLVED FURTHER THAT in the event the Company proposes to issue and allot any Securities by way of Qualified Institutions Placement ("**QIP**") to Qualified Institutional Buyers ("**QIBs**") in terms of Chapter VI of the SEBI ICDR Regulations (hereinafter referred to as "**Eligible Securities**" within the meaning of the SEBI ICDR Regulations):

- I. The allotment of Eligible Securities (or any combination of Eligible Securities as may be decided by the Board) shall only be made to QIBs as defined in the SEBI ICDR Regulations;
- II. The allotment of the Eligible Securities shall be completed within 365 days from the date of passing of the special resolution by the Shareholders or such other time as may be allowed under the Act and/ or the SEBI ICDR Regulations, and/ or other applicable and relevant laws/ guidelines from time to time;
- III. The Eligible Securities to be so created, offered, issued, and allotted, shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company, including entitlement to dividend and voting rights, if any, from the date of allotment thereof, and shall be subject to the requirements of all applicable laws;

- IV. The relevant date for determination of the floor price of the Eligible Securities to be issued shall be:
- (i) in case of allotment of Equity Shares, the date of meeting in which the Board/ any committee authorised by the Board decides to open the issue, and/or,
 - (ii) in case of allotment of eligible convertible Securities, either the date of the meeting in which the Board/ any committee authorised by the Board decides to open the issue of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for the Equity Shares, as may be determined by the Board/ any committee authorised by the Board;
- V. The Eligible Securities (excluding warrants) shall be allotted as fully paid up and in dematerialised form;
- VI. The issuance and allotment of the Eligible Securities by way of the QIP shall be made at such price that is not less than the price determined in accordance with the pricing formula provided under Chapter VI of the SEBI ICDR Regulations (“**Floor Price**”), the Act and other applicable laws, and the price determined for the QIP shall be subject to appropriate adjustments as per the provisions of the applicable laws, including the SEBI ICDR Regulations. However, the Board/ Committee, at its absolute discretion and in consultation with the book running lead manager(s), may offer a discount of not more than 5%, or such other percentage as may be permitted under applicable law, on the Floor Price;
- VII. The number and/or price of the Eligible Securities or the underlying Equity Shares issued on conversion of eligible convertible securities shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split or consolidation of shares, merger, demerger, transfer of undertaking, sale of division, reclassification of equity shares into other securities, issue of equity shares by way of capitalisation of profit or reserves, or any such capital or corporate restructuring;
- VIII. The Eligible Securities shall not be eligible to be sold by the allottee for a period of one year from the date of allotment, except on a recognized stock exchange, or except as may be permitted under the SEBI ICDR Regulations, from time to time;
- IX. No single allottee shall be allotted more than 50% of the issue size and the minimum number of allottees shall be in a manner as may be prescribed from time to time under the SEBI ICDR Regulations and a minimum of 10% of the Eligible Securities shall be allotted to mutual funds and if mutual funds do not subscribe to the said minimum percentage or any part thereof, such minimum portion or part thereof may be allotted to other QIBs. QIBs belonging to same group or under same control shall be deemed to be single allottee;
- X. The Company shall not undertake any subsequent QIP until the expiry of two weeks or such other time as may be prescribed under the SEBI ICDR Regulations, from the date of the prior QIP made pursuant to one or more special resolutions;
- XI. The tenure of the convertible or exchangeable Eligible Securities issued through the QIP shall not exceed sixty months from the date of allotment;
- XII. No allotment shall be made, either directly or indirectly, to any person who is a promoter, or any person related to the promoters of the Company in terms of the SEBI ICDR Regulations; and
- XIII. The credit rating agency will monitor the use of proceeds and submit its report in the specified format of Schedule XI of the SEBI ICDR Regulations on quarterly basis till hundred percent of the proceeds have been utilized;

RESOLVED FURTHER THAT the Securities to be created, offered, issued, and allotted, in pursuance of the aforesaid resolution, shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and any Equity Shares that may be created, offered, issued and allotted by the Company shall rank *pari-passu* with the existing equity shares of the Company in all respects (including entitlement to dividend, voting rights or otherwise) from the date of respective allotment thereof, in accordance with the applicable laws.

RESOLVED FURTHER THAT in case of offering of any Securities, including without limitation securities convertible into equity shares, the approval of the Members of the Company be and is hereby accorded to the Board to issue and allot such number of equity shares as may be required to be issued and allotted upon conversion, redemption or cancellation of any such Securities referred to above in accordance with the terms of issue/ offering in respect of such Securities and such equity shares shall rank *pari-passu* with the existing equity shares of the Company in all respects, except as may be provided otherwise under the terms of issue/ offering and in the offer document and/or placement document and/or offer letter and/or offering circular and/or listing particulars.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board or a committee thereof, in consultation with the book running lead manager(s), advisors and/or other intermediaries as may be appointed in relation to the Issue, be and is hereby authorized to do such acts, deeds, matters and take all steps as may be necessary including without limitation, the determination of the terms and conditions of the issue/ QIP including among other things, the date of opening and

closing of the QIP, the class of investors to whom the Securities are to be issued, determination of the number of Securities, tranches, issue price, finalisation and approval of preliminary and final placement document(s), private placement offer letter, interest rate, listing, premium/discount, permitted under applicable law (now or hereafter), conversion of Securities, if any, redemption, allotment of Securities, listing of Securities at Stock Exchange(s) and to sign and execute all deeds, documents, undertakings, agreements, papers, declarations and writings as may be required in this regard including without limitation, the private placement offer letter (along with the application form), information memorandum, disclosure documents, the preliminary placement document and the placement document, placement agreement, escrow agreement, monitoring agency agreement and any other documents as may be required, approve and finalise the bid cum application form and confirmation of allocation notes, seek any consents and approvals as may be required, provide such declarations, affidavits, certificates, consents and/or authorities as may be required from time to time, finalize utilisation of the proceeds of the issue/ QIP, give instructions or directions and/or settle all questions, difficulties or doubts that may arise at any stage from time to time, and give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions as may be required by SEBI, MCA, the book running lead manager(s), or other authorities or intermediaries involved in or concerned with the issue/ QIP and as the Board may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the Members or otherwise, and that all or any of the powers conferred on the Company and the Board pursuant to this resolution may be exercised by the Board to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and all actions taken by the Board or any committee constituted by the Board to exercise its powers, in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.

RESOLVED FURTHER THAT the Board or duly constituted committee thereof, be and is hereby authorized to approve, finalise, execute, ratify, and/or amend/ modify agreements and documents, including any power of attorney, lock up letters, and agreements in connection with the appointment of any intermediaries and/ or advisors (including for marketing, listing, trading and appointment of book running lead managers/ legal counsel/ bankers/ advisors/ registrars/ monitoring agency and other intermediaries as required) and to pay any fees, commission, costs, charges and other expenses in connection therewith.

RESOLVED FURTHER THAT the Board or duly constituted committee thereof, be and is authorised to seek the listing of Securities on any stock exchange(s) by submitting the listing applications to such stock exchange(s) and taking all actions that may be necessary in connection with obtaining such listing approvals (both in-principle and final listing and trading approvals), filing of requisite documents/ making declarations with the MCA, RoC, RBI, SEBI and any other statutory/ regulatory authority(ies), and any other deed(s), document(s), declaration(s) as may be required under the applicable laws as may be necessary to give effect to this resolution.

RESOLVED FURTHER THAT the Board or duly constituted committee thereof, shall have the authority and power to accept any modification in the proposal as may be required or imposed by SEBI/ Stock Exchanges where the shares of the Company are listed or such other appropriate authorities at the time of according/ granting their approvals to issue, allotment and listing thereof and as agreed to by the Board/ Committee.

RESOLVED FURTHER THAT the Board or duly constituted committee thereof, be and is authorised to open one or more bank accounts, including escrow account(s), in the name of the Company, in Indian currency or foreign currency(ies) as may be required, subject to requisite approvals, if any, and to give such instructions including closure thereof as may be required and deemed appropriate by the Board/ committee and the said bank(s) be and is/ are hereby authorized to honor all cheques and other negotiable instruments drawn, accepted or endorsed and instructions given by the Board/ committee on behalf of the Company.

RESOLVED FURTHER THAT subject to applicable law, the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Director(s), committee(s), executive(s), officer(s) or representatives(s) of the Company or to any other person(s) to do all such acts, deeds, matters and things and also to execute such documents, writings etc., and to represent the Company before any government authorities, as may be necessary to give effect to this resolution."

By Order of the Board
For Artemis Medicare Services Limited

Poonam Makkar
Company Secretary
FCS No.: 7919

Place: Gurugram
Date : June 4, 2026

NOTES:

1. In conformity with the applicable provisions of the Companies Act, 2013 (**“the Act”**) and the rules made thereunder read with MCA Circulars, the Postal Ballot Notice is being sent by e-mail to all the Members, whose names appear in the Register of Members/ List of Beneficial Owners as on Friday, June 12, 2026 (**“Cut-off Date”**) and whose e-mail addresses are registered with the Company or its Registrar and Transfer Agent i.e. Alankit Assignments Limited, Alankit House, 4E/2 Jhandewalan Extension, New Delhi - 110055, India (**“RTA”**) or the Depository Participants.

2. Only those Members whose names are appearing in the Register of Members/ List of Beneficial Owners as on the Cut-off Date shall be eligible for casting their votes through remote e-Voting. A person who is not a Member as on the Cut-off Date should treat this Notice for information purposes only. The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off Date, which will only be considered to avail the facility of remote e-Voting.

It is however, clarified that all Members of the Company as on the Cut-off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company or its RTA or Depository Participants) shall be entitled to vote in relation to the resolution specified in Postal Ballot Notice in accordance with the process specified in Postal Ballot Notice.

3. In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI Listing Regulations”**) and pursuant to the provisions of Sections 108 and 110 of the Act read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot form. Accordingly, the Postal Ballot Notice and instructions for e-voting are being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company or its RTA or Depository Participants. Hard copy of Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the remote e-Voting.

For this purpose, the Company has engaged National Securities Depository Limited (**“NSDL”**) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a Member using remote e-Voting will be provided by NSDL.

4. The remote e-Voting period begins on Friday, June 19, 2026 at 9:00 A.M. (IST) and ends on Saturday, July 18, 2026 at 5:00 P.M. (IST). During this period, the Members whose names appear in the Register of Members / List of Beneficial Owners as on the Cut-off Date i.e. Friday, June 12, 2026, may cast their vote electronically. The remote 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 cast by the Members, they shall not be allowed to change it subsequently.

5. Upon completion of the scrutiny of the votes, the Scrutinizer will submit his report to the Chairman/ any other person authorised by him. Based on the Scrutinizer’s report, the result of the voting conducted through Postal Ballot (remote e-Voting process) would be announced by the Chairman or any other person authorised by him, on or before 5:00 P.M. (IST) on Monday, July 20, 2026 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 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 at www.artemishospitals.com/investors. Further, the same will also be made available on the website of NSDL i.e. www.evoting.nsdl.com.

6. The resolution, if passed by requisite majority, shall be deemed to have been passed on the last date specified for remote e-Voting i.e., Saturday, July 18, 2026. Further, resolution passed by the Members through postal ballot shall be deemed to have been passed as if the same had been passed at a General Meeting of Members convened in that behalf.

7. All documents referred to in Postal Ballot Notice shall be made available for inspection at the Registered Office and Corporate Office of the Company during normal business hours on all working days of the Company (except Saturdays and Sundays) and shall also be made available for inspection through secured mode by writing to the Company at its e-mail ID investor@artemishospitals.com from the date of dispatch of Postal Ballot Notice until the end of remote e-Voting period.

8. Members may download Postal Ballot Notice from the Company’s website at www.artemishospitals.com/investors or from NSDL’s website at www.evoting.nsdl.com. A copy of Postal Ballot Notice is also available on the website of BSE at www.bseindia.com and NSE at www.nseindia.com.

9. In case of any query in relation to the resolution specified in Postal Ballot Notice, the Members may write an e-mail to the Company at investor@artemishospitals.com or in case of any query/ grievance with respect to remote e-Voting from the NSDL e-Voting System, the Members can directly contact Ms. Pallavi Mhatre, Deputy Vice President, NSDL, 301, 3rd Floor, Naman Chambers, Plot No. C-32, G-Block, Bandra Kurla Complex, Bandra East, Mumbai-400051 at the designated e-mail ID evoting@nsdl.com or call on 022 - 4886 7000.
10. Members are requested to intimate changes, if any, about their name, postal address, e-mail address, telephone/ mobile numbers, Permanent Account Number (PAN), Bank Mandates, Nominations, Power of Attorney, Bank Account Details as follows:
 - a. For shares held in electronic form: With their Depository Participants.
 - b. For shares held in physical form: With the RTA in Form ISR-1 and other relevant forms pursuant to circulars issued by SEBI from time to time latest being SEBI Master Circular No. HO/38/13/(4)2026-MIRSD-POD/1/4298/2026 dated February 6, 2026.
11. All documents, dematerialization requests and other communications in relation thereto should be addressed directly to the Company's RTA i.e., Alankit Assignments Limited, at the address mentioned below:

Alankit Assignments Limited

(Unit: Artemis Medicare Services Limited)
Alankit House, 4E/2, Jhandewalan Extension
New Delhi-110055
Contact No.: 011-42541234/23541234
Email: rta@alankit.com

12. In accordance with Regulation 40 of the SEBI Listing Regulations, all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and to get inherent benefits of dematerialisation, Members holding shares of the Company in physical form are advised to dematerialise their shares. Members can contact the Company or RTA, for assistance in this regard.

Further, Members may please note that SEBI has also mandated the listed companies to issue securities in dematerialized form only, while processing any service requests viz. issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/ splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the website of the Company at <https://www.artemishospitals.com/BackEndImages/downloads/Investorsdata/form-isr-4.pdf>, to the Company's RTA i.e., Alankit Assignments Limited. It may be noted that any service request can be processed only after the folio is KYC Compliant.
13. SEBI has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market.

Post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES 2.0 platform, the investors can initiate dispute resolution through the ODR Portal "SMART ODR" which can be accessed at <https://smartodr.in/login>.
14. Pursuant to SEBI Circular No. HO/38/13/11(2)2026-MIRSD-POD/1/3750/2026 dated January 30, 2026, a Special Window has been opened for a period of one year, from February 5, 2026 to February 4, 2027, for transfer and dematerialisation of physical securities. This facility is available to the lodgement of transfer deeds that were executed prior to April 1, 2019 and (a) were not lodged for transfer, or (b) were lodged for transfer but were rejected/ returned/ not attended to due to deficiency in the documents/ process/ or otherwise.

Accordingly, eligible security holders holding valid transfer deed executed prior to April 1, 2019 are encouraged to lodge the same along with the requisite documents including the Original Security Certificate(s), with the RTA.

Please note that the securities so transferred shall be mandatorily credited to the transferee only in demat mode and shall be under lock-in for a period of one year from the date of registration of transfer. During the said lock-in period, such securities shall not be transferred/ lien-marked/ pledged.

15. The Instructions for Members voting through electronic means 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: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual Shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual Shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email ID in their demat accounts in order to access e-Voting facility.

Login method for Individual Shareholders holding securities in demat mode is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1. For OTP based login you can click on https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8 character DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email Id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. Existing IDEAS user can visit the e-Services website of NSDL viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under “IDEAS” section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on the Company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 3. If you are not registered for IDEAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDEAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp. 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/ OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 5. Shareholders/ Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  App Store </div> <div style="text-align: center;">  Google Play </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi/ Easiest facility, can login through their existing user ID and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi/ Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. After successful login the Easi/ Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by the Company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/ Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/ CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/ CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000.
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.

B) Login Method for e-Voting for Shareholders other than Individual Shareholders holding securities in demat mode and Shareholders holding securities in physical mode

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

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

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

4. Your User ID details are given below:

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

5. Password details for Shareholders other than Individual Shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those Shareholders whose email IDs are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "**Forgot User Details/ Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on <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.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/ folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
2. Select "EVEN" of Company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/ modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Shareholders

1. Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Power of Attorney/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail at csankittiwari@gmail.com with a copy marked to evoting@nsdl.com. Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution/ Power of Attorney/ Authority Letter etc. by clicking on “**Upload Board Resolution/ Authority Letter**” displayed under “**e-Voting**” tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Deputy Vice President, NSDL, 301, 3rd Floor, Naman Chambers, Plot No. C-32, G-Block, Bandra Kurla Complex, Bandra East, Mumbai-400051 at evoting@nsdl.com.

Process for those Shareholders, whose email IDs are not registered with the Depositories/ RTA/ Company, for procuring User ID and Password and registration of e-mail IDs for e-Voting for the resolution set out in this Notice:

1. In case shares are held in physical mode please provide Folio No., Name of Shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) by email to investor@artemishospitals.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAAR (self attested scanned copy of Aadhaar Card) to investor@artemishospitals.com. If you are an Individual Shareholders holding securities in demat mode, you are requested to refer to the login method explained at step **1 (A) i.e. Login method for e-Voting for Individual Shareholders holding securities in demat mode.**
3. Alternatively, Shareholders/ Members may send a request to evoting@nsdl.com for procuring user id and password for e-Voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual Shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

ITEM NO. 01

The Company anticipates certain growth opportunities and continues to evaluate various avenues for organic expansion and achieving inorganic growth. Towards this, the Company continues to require capital and accordingly, subject to compliance with applicable law, it proposes to raise funds for augmenting long term cash resources and/or to fund the organic or inorganic growth opportunities including but not limited to capital expenditure in its subsidiary(ies), network hospitals, and affiliates, if any, and/or working capital requirements of the Company, its subsidiary(ies), network hospitals, and affiliates, if any, and/or including investments in existing or future subsidiaries, joint ventures, and affiliates (either through debt or equity or any convertible securities) and/or expansion and modernization initiatives and/or exploration of acquisition opportunities in the area of its operations and adjacencies, and/or enter into new businesses in line with the strategy of the Company and/or repayment/prepayment of indebtedness of the Company, otherwise and/or for any other general purposes as may be permissible under the applicable law, as may be decided by the Board or a duly constituted committee thereof.

In view of the above, subject to compliance with applicable law and approval of Members of the Company, the Board of Directors ("**Board**", which term shall include any committee constituted/ to be constituted by the Board), at its meeting held on February 2, 2026 approved to raise funds aggregating to Rs. 700 Crores (Rupees Seven Hundred Crore only) through issuance of fully paid-up Equity Shares, fully or partly convertible debentures, non-convertible debentures along with warrants, any other equity based instruments or securities, and/or any other financial instruments/ securities convertible into and/or linked to Equity Shares (including warrants (detachable or not), or otherwise, in registered or bearer form) or any combination thereof (all of which are hereinafter referred to as "**Securities**"), in one or more tranches and/or one or more issuances simultaneously or otherwise, whether Rupee denominated or denominated in one or more foreign currencies, including by way of preferential issue(s), private placement(s), qualified institutions placement(s) and/or any combination thereof or any other method as may be permitted under applicable laws, to eligible investors, in the course of domestic or international offerings, through preliminary placement document, placement document and/or other permissible/ requisite offer documents/ writings/ circulars/ memoranda in such a manner to any eligible person, including qualified institutional buyers in accordance with Chapter VI of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("**SEBI ICDR Regulations**"), or otherwise, foreign/ resident investors (whether institutions, banks, incorporated bodies, mutual funds, individuals, trustees or otherwise), venture capital funds (foreign or Indian), alternative investment funds, foreign portfolio investors, Indian and/or multilateral financial institutions, non-resident Indians, pension funds, accredited investors and/or any other categories of investors, who are authorised to invest in the Securities of the Company as per extant regulations/ guidelines or any combination of the above whether they being existing holders of the Securities or not (collectively referred to as the "**Investors**"), in terms of (a) the SEBI ICDR Regulations; (b) applicable provisions of the Companies Act, 2013 ("**the Act**") and the applicable rules made thereunder (including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014), each including any amendment(s), statutory modification(s), or re-enactment(s) thereof; and (c) other applicable law.

Further, pursuant to Section 62 of the Act, where a company proposes to increase its subscribed capital by further issue of shares, such equity shares are required to be offered to the existing shareholders of the Company in the manner prescribed therein, unless the shareholders decide otherwise by way of a special resolution. Since the Special Resolution proposed in the business set out in the Notice may result in the issuance of Equity Shares of the Company to persons other than the existing Members of the Company, approval of the Shareholders is being sought pursuant to the provisions of Section 62(1)(c), Section 42 and other applicable provisions, if any, of the Act, read with the rules framed thereunder, as well as the applicable provisions of the SEBI ICDR Regulations.

The Special Resolution set out at item no. 1 seeks to give the Board powers to issue Securities, in one or more tranche or tranches, at such time or times, at such price or prices, to such Investors and through such permissible mechanisms as referred above, without requiring fresh approval from the Members of the Company, as the Board may, in its absolute discretion, deem fit.

In case the Issue is made through a Qualified Institutions Placement ("**QIP**") to Qualified Institutional Buyers ("**QIBs**") in terms of Chapter VI of the SEBI ICDR Regulations: (a) the allotment of the Securities shall be completed within a period of 365 days from the date of passing of the Special Resolution Set out at item No. 1 or such other time as may be allowed under the SEBI ICDR Regulations, from time to time; (b) the pricing of the Securities that may be issued to QIBs pursuant to a QIP, shall be determined by the Board, in accordance with applicable laws, which shall be subject to appropriate adjustments as per the provisions of the applicable laws, including SEBI ICDR Regulations. The resolution enables the Board to offer such discount as permitted under applicable law, on the price determined pursuant to the SEBI ICDR Regulations. The Company may, in accordance with applicable law, and in consultation with the book running lead managers offer a discount, of not more than 5%, or such percentage as permitted under applicable law, on the floor price determined pursuant to the SEBI ICDR Regulations. The 'Relevant Date' for this purpose would be the date when the Board or a duly authorized committee of the Board decides to open the QIP for subscription, if Equity Shares are issued, or, in case of issuance of eligible convertible securities to QIBs by way of QIPs, either the date of the

meeting in which the Board/ any committee authorized by the Board decides to open the issue of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for the Equity Shares, as may be determined by the Board/ any committee authorized by the Board; and (c) None of the promoter and or any person related to the promoters of the Company shall participate in the issue.

Change in Control: There would be no change in control pursuant to the said issuance of Securities. The Securities will be offered and issued to such Investors who are eligible to acquire such Securities in accordance with the applicable laws, rules, regulations and guidelines.

The resolution proposed is an enabling resolution and the exact price, proportion and timing of the issue of the Securities in one or more tranches and the remaining detailed terms and conditions for the Issue will be decided by the Board/ its duly constituted committee, in accordance with the SEBI ICDR Regulations and such other applicable laws, in consultation with book running lead manager(s) and/or other advisor(s) appointed in relation to the Issue and such other authorities and agencies as may be required to be consulted by the Company, considering the prevailing market conditions and in accordance with the applicable provisions of law and other relevant factors. Further, the Company is yet to identify the investor(s) and decide the quantum of Securities to be issued to them. Hence, the details of the proposed allottees, percentage of their post Issue shareholding and the shareholding pattern of the Company are not provided. The proposal, therefore, seeks to confer upon the Board/ its duly constituted committee the absolute discretion and adequate flexibility to determine the terms of the Issue, including but not limited to the identification of the proposed investors in the Issue and quantum of Securities to be issued and allotted to each such investor, in accordance with the provisions of the SEBI ICDR Regulations, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended; the Companies Act, 2013; the Foreign Exchange Management Act, 1999 and the regulations made thereunder, including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, the Consolidated FDI Policy issued by the Department for Promotion of Industry & Internal Trade, Ministry of Commerce and Industry, Government of India from time to time, each as amended; and other applicable law.

The Securities to be offered, issued, and allotted by the Company pursuant to the Issue in terms of the Special Resolution set out at item no. 1 would be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and any Equity Shares that may be created, offered, issued and allotted by the Company pursuant to Issue/ QIP, shall rank, in all respects, *pari-passu* with the existing Equity Shares of the Company.

The Securities allotted as above would be listed on the Stock Exchanges. As and when the Board takes a decision on matters on which it has the discretion, necessary disclosures will be made to the Stock Exchanges as may be required under the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

The approval of the Members is being sought to enable the Board to decide on the issuance of Securities, to the extent and in the manner stated in the Special Resolution set out in item no. 1, without the need for any fresh approval from the Members of the Company in this regard.

None of the directors or key managerial personnel of the Company, or their respective relatives, is concerned or interested (financially or otherwise), except to the extent of their shareholding, if any, in the Company, in the resolution set out at item no. 1.

The proposed issue is in the interest of the Company and the Board recommends the Special Resolution set out at item no. 1 for your consideration and approval.

This Notice does not constitute an offer or invitation or solicitation of an offer of Securities to the public within or outside India. Nothing in this notice constitutes an offer of Securities for sale or solicitation in any jurisdiction in which such offer or solicitation is not authorized or where it is unlawful to do so.

By Order of the Board
For Artemis Medicare Services Limited

Place: Gurugram
Date : June 4, 2026

Poonam Makkar
Company Secretary
FCS No.: 7919