

ARTEMIS MEDICARE SERVICES LTD.

Regd. Office: 414/1, 4th Floor, DDA Commercial Complex, District Centre, Janak Puri, New Delhi-110 058
CIN: U85110DL2004PLC126414 | Website: www.artemishospitals.com

NOTICE

NOTICE is hereby given that the 10th Annual General Meeting of the members of Artemis Medicare Services Limited will be held as under:-

DAY : **Friday**
DATE : **September 12, 2014**
TIME : **11:00 am**
PLACE : **414/1, 4TH FLOOR,
DDA COMMERCIAL COMPLEX,
DISTRICT CENTRE, JANAK PURI,
NEW DELHI-110 058**

to transact the following business:-

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2014, including the Audited Balance Sheet as at 31st March 2014 and the Statement of Profit and Loss for the year ended on 31st March, 2014 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Neeraj Kanwar (DIN 00058951) who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:-

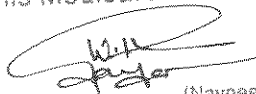
“**RESOLVED THAT** pursuant to the provisions of section 139 of the Companies Act, 2013 and the Rules made thereunder and based on the recommendation of Audit Committee for appointment, remuneration and terms of appointment of Auditors of the Company, M/s. S. P. Puri & Co., Chartered Accountants, New Delhi (FRN No. 001152N), the retiring auditors, be and are hereby re-appointed as Statutory Auditors of the Company to hold office for another term of 5 years i.e, from the conclusion of this Annual General Meeting until conclusion of 15th Annual General Meeting of the Company (subject to ratification of the appointment by the members at every annual general meeting to be held during the period) at such remuneration as shall be fixed by the Board of Directors of the Company.”

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:-

“**RESOLVED THAT** pursuant to the provisions of the Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Naveen Kapur (DIN:00024538), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. 6th November, 2013, in terms of Section 260 of the Companies Act, 1956 whose term of office expires at the ensuing Annual General Meeting in respect of whom Company has received a notice writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby

For Artemis Medicare Services Ltd.


(Navneet Goel)
Company Secretary

appointed as an Independent Director for 5 (five) consecutive years with effect from 12th September 2014 up to 11th September 2019 and that he shall not be liable to retire by rotation.”

5. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:-

“**RESOLVED THAT** pursuant to the provisions of the Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Nirmal Kr. Ganguly (DIN 03406994), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. 10th February, 2014, in terms of Section 260 of the Companies Act, 1956 whose term of office expires at the ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

6. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:-

“**RESOLVED THAT** pursuant to the provisions of the Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Pallavi Shardul Shroff (DIN:00013580), Non-Executive Director of the Company, be and is hereby appointed as an Independent Director for 5 (five) consecutive years with effect from 12th September 2014 up to 11th September 2019 and that she shall not be liable to retire by rotation.”

7. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:-

“**RESOLVED THAT** pursuant to the provisions of the Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Dr. Sanjaya Baru (DIN 05344208), Non-Executive Director of the Company, be and is hereby appointed as an Independent Director for 5 (five) consecutive years with effect from 12th September 2014 up to 11th September 2019 and that he shall not be liable to retire by rotation.”


8. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:-

“**RESOLVED THAT** pursuant to the provisions of the Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Dr. S. Narayan (DIN 00094081), Non-Executive Director of the Company, be and is hereby appointed as an Independent Director for 5 (five) consecutive years with effect from 12th September 2014 up to 11th September 2019 and that he shall not be liable to retire by rotation.”

9. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:-

“**RESOLVED THAT** in supersession of any earlier resolutions pursuant to provisions of section 180(1)(c) of the Companies Act, 2013 (the “Act”) and the rules made there under (including any statutory modifications or re-enactments thereof for the time being in force) and other applicable

For Artemis Medicare Services Ltd.



(Navneet Goel)
Company Secretary

provisions, if any, of the Act and the Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred as 'Board' which term shall include a Committee thereof authorized for the purpose) of the Company, to borrow, from time to time, any sum or sums of money (including non-fund based banking facilities) upon such terms and conditions and with or without security as the Board may in its absolute discretion think fit, from one or more banks, financial institutions and other persons, firms, bodies corporate, whether in India or abroad, notwithstanding that the monies so borrowed together with the monies already borrowed, if any, (apart from temporary loans obtained from the Company Bankers in the ordinary course of business) including Rupee equivalent of foreign currency loans (such Rupee equivalent being calculated at the exchange rate prevailing as on the date of relevant foreign currency agreement) which may at any time exceed the aggregate of the paid-up share capital of the Company and its Free Reserves (that is to say Reserves not set apart for any specific purpose) provided that the total amount that may be borrowed by the Board and outstanding at any point of time shall not at any time exceed Rs. 300 crores (Rupees Three Hundred Crores Only) over and above the paid up share capital of the Company and its free reserves.

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

10. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:-

"RESOLVED THAT pursuant to provisions of section 180(1)(a) of the Companies Act, 2013 (the "Act") and the rules made there under (including any statutory modifications or re-enactments thereof for the time being in force) and other applicable provisions, if any, of the Act, the consent of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred as 'Board' which term shall include a Committee thereof authorized for the purpose) of the Company, to sell, lease, charge and/or mortgage or otherwise dispose of all or any of the movable and/or immovable properties, undertakings, assets of the Company, wheresoever situated, both present and future and/or any other assets or properties, either tangible or intangible, of the Company and/or the whole or part of any of the undertaking of the Company on such terms and conditions as the Board may deem fit, in the best interest of the affairs of the Company, to secure the borrowing availed or to be availed by the Company, by way of loans, debentures or any other securities or any other form of loan/borrowing of whatever nature or by whatever name or otherwise, in favour of the Lender(s), Agent(s), Trustee(s), Bank(s), Financial Institution(s), NBFCs, other investing agencies, trustees for the holder of debentures/bonds and/or other securities/ instruments and/or otherwise, in foreign currency or in Indian rupees, from time to time, upto the limits approved or as may be approved by the Members under Section 180(1)(c) of the Act alongwith interest, additional interest, accumulated interest, liquidated charges, commitment charges or costs, expenses and all other monies, including any increase as a result of devaluation / revaluation / fluctuation in the rate of exchange."

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

11. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:-

"RESOLVED THAT pursuant to section 186 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules 2014, any amendments/enactments thereof as are applicable, and subject to such other approvals, consents, sanctions and permissions as may be necessary, consent of the members of the Company be accorded to the Board of Directors of the Company to (i) give any loans to any person or other body corporate, or (ii) give any guarantees or to provide security in connection with a loan to any

For Artemis Medicare Services Ltd.



(Navneet Goel)
Company Secretary

other body corporate or person, or (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate which shall be subject to aggregate limit of Rs. 300 Crores at any point of time over and above limits prescribed i.e, 60% of the Company's paid up share capital, security premium account and free reserves or 100% of the Company's free reserves and security premium amount, whichever is more.

RESOLVED FURTHER THAT the aforesaid loans/investments will be made by the Company out of internal resources or borrowings or in such manner and in such proportion as the Board thinks appropriate, provided that in case of loans the interest rate shall not be lower than the prevailing yield 1 year, 3 year, 5 year or 10 year Government security closest to the tenure of loan.

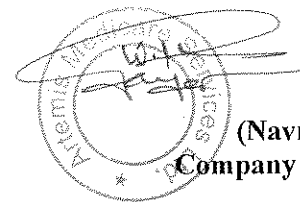
RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to take from time to time all decisions and steps necessary, expedient or proper, in respect of the proposed transactions including the timing, determining the actual sums to be involved and other terms and conditions of such transactions and also to take all other decisions including varying any of them, through transfer, sale recall, renewal, disinvestment or otherwise, either in part or in full, as it may, in its absolute discretion, deem appropriate, subject to the specified limits, take such actions and steps, including delegation of authority, as may be necessary and to settle all matters arising out of and thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

12. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Ordinary Resolution:-**

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s Chandra Wadhwa & Co., Cost Accountants, New Delhi, the Cost Auditor appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year ending 31st March 2015, be paid the remuneration of Rs. 90,000/- *plus* service tax as applicable.

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

**By Order of the Board
For Artemis Medicare Services Ltd.**



**(Navneet Goel)
Company Secretary**

**Place: Gurgaon
Date: 24th July, 2014**

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

NOTES:

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

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

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

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

For Artemis Medicare Services Ltd.



(Navneet Goel)
Company Secretary

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

Item No. 4

As per Section 149(5) of the Companies Act 2013, the Company is required to appoint Independent Directors under section 149(4) within a period of one year from April 01, 2014 i.e. the date of commencement of the said section and Rules made thereunder. Mr. Naveen Kapur, was appointed as an additional Director of the Company w.e.f. 6th November, 2013 and holds the office upto the date of this Annual General Meeting, pursuant to Section 260 of the Companies Act, 1956. Further, the Nomination and Remuneration Committee after consideration has recommended to the Board of Directors the appointment of the above referred Director as an Independent Director within the meaning of Sections 149 of the Companies Act, 2013 read with Schedule IV attached thereto and Rules made there under, not subject to retirement by rotation, and the Board of Directors in their meeting held on 24th July 2014 after consideration has recommended to appoint him as an Independent Director within the meaning of section 149 and 152 of the Companies Act 2013 read with schedule IV attached thereto and Rules made thereunder, not subject to retirement by rotation, for a term of 5 (five) consecutive years from September 12, 2014 to September 11, 2019.

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

The Company has received from Mr. Naveen Kapur (i) consent in writing to act as director in Form DIR – 2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR – 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

In the opinion of the Board, Mr. Naveen Kapur fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and he is independent of the management. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mr. Naveen Kapur as an Independent Director.

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

Accordingly, the Board of Directors recommends Ordinary Resolution set out at item No. 4 to the Notice for approval of the Members.

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

Item No. 5

The Board of Directors of the Company has appointed Mr. Nirmal Kr. Ganguly as an Additional Director w.e.f. 10th February 2014, pursuant to section 260 of the Companies Act, 1956 and he holds the office upto the date of this Annual General Meeting. Further, the Nomination and Remuneration Committee after consideration has recommended to the Board of Directors the appointment of the above referred Director as Non-Executive Director liable to retire by rotation pursuant to Sections 152 of the Companies Act, 2013 and Rules made there under, and the Board of Directors in their meeting held on 24th July 2014 after consideration has recommended to appoint him as Non-Executive Director within the meaning of section 152 of the Companies Act 2013 and Rules made thereunder, liable to retirement by rotation.

For Artemis Medicare Services Ltd.

(Navneet Gool)
Company Secretary

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

The Company has received from Mr. Nirmal Kr. Ganguly (i) consent in writing to act as director in Form DIR – 2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, and (ii) intimation in Form DIR – 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

Mr. Nirmal Kr. Ganguly possesses appropriate skills, expertise and knowledge, inter alia, in the field of Biotechnology, Medical Education & Research. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mr. Nirmal Kr. Ganguly as a Non-Executive Director.

Except Mr. Nirmal Kr. Ganguly himself, none of the Directors, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in passing of the said resolution.

Accordingly, the Board of Directors recommends Ordinary Resolution set out at item No. 5 to the Notice for approval of the Members.

Item No. 6

As per Section 149(5) of the Companies Act 2013, the Company is required to appoint Independent Directors under section 149(4) within a period of one year from April 01, 2014 i.e. the date of commencement of the said section and Rules made thereunder. Ms. Pallavi Shardul Shroff, Director of the Company, retires by rotation at this Annual General Meeting under the erstwhile applicable provisions of the Companies Act, 1956. Further, the Nomination and Remuneration Committee after consideration has recommended to the Board of Directors the appointment of the above referred Director as an Independent Director within the meaning of Sections 149 of the Companies Act, 2013 read with Schedule IV attached thereto and Rules made there under, not subject to retirement by rotation, and the Board of Directors in their meeting held on 24th July 2014 after consideration has recommended to appoint her as an Independent Director within the meaning of section 149 and 152 of the Companies Act 2013 read with schedule IV attached thereto and Rules made thereunder, not subject to retirement by rotation, for a term of 5 (five) consecutive years from September 12, 2014 to September 11, 2019.

The Company has received from Ms. Pallavi Shardul Shroff (i) consent in writing to act as director in Form DIR – 2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR – 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

In the opinion of the Board, Ms. Pallavi Shardul Shroff fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for her appointment as an Independent Director of the Company and is independent of the management. Therefore, it is proposed to appoint Ms. Pallavi Shardul Shroff as an Independent Director for a term of five consecutive years commencing from 1st August 2014.

Copy of the draft letter for appointment of Ms. Pallavi Shardul Shroff as an Independent Director would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.

For Artemis Medicare Services Ltd.


(Name and Seal)
Company Secretary

The Board considers that her continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Ms. Pallavi Shardul Shroff as an Independent Director.

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

Except Ms. Pallavi Shardul Shroff herself, none of the Directors, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in passing of the said resolution.

Item No. 7 & 8

As per Section 149(5) of the Companies Act 2013, the Company is required to appoint Independent Directors under section 149(4) within a period of one year from April 01, 2014 i.e. the date of commencement of the said section and Rules made thereunder. The Company had appointed Dr. Sanjaya Baru and Dr S Narayan as Non-Executive Director(s) subject to retirement by rotation in the past, in terms of the erstwhile Companies Act, 1956. However, the Nomination and Remuneration Committee after consideration has recommended to the Board of Directors the appointment of the above referred Directors as an Independent Director within the meaning of Sections 149 of the Companies Act, 2013 read with Schedule IV attached thereto and Rules made there under, not subject to retirement by rotation, and the Board of Directors in their meeting held on 24th July 2014 after consideration has recommended to appoint them as an Independent Director within the meaning of section 149 and 152 of the Companies Act 2013 read with schedule IV attached thereto and Rules made thereunder, not subject to retirement by rotation, for a term of 5 (five) consecutive years from September 12, 2014 to September 11, 2019.

The Company has received from Dr. Sanjaya Baru and Dr S Narayan (i) consent in writing to act as director in Form DIR – 2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR – 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that they are not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that they meet the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

In the opinion of the Board, Dr. Sanjaya Baru and Dr S Narayan fulfil the conditions specified in the Companies Act, 2013 and rules made thereunder for their appointment as an Independent Directors of the Company and they are independent of the management. The Board considers that their continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Dr. Sanjaya Baru and Dr S Narayan as Independent Directors.

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

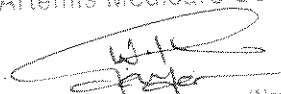
Accordingly, the Board of Directors recommends Ordinary Resolution set out at item No. 7 & 8 to the Notice for approval of the Members.

Except Dr. Sanjaya Baru and Dr. S Narayan themselves, none of the Directors, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in passing of the said resolutions.

Item No. 9 & 10

Under Section 180 (1)(c) of the Companies Act, 2013 ("Act"), the Board of Directors of a company cannot, except with the consent of the members in general meeting by a special resolution, borrow monies, apart from

For Artemis Medicare Services Ltd.



(Navneet Goel)
Company Secretary

temporary loans obtained from the company's bankers in the ordinary course of business, in excess of the aggregate of the paid up share capital and free reserves of the Company.

The Company intends to borrow from time to time any sum or sums of money which along with sums already borrowed by the Company, if any, (apart from temporary loans obtained from the Company's Banker in the ordinary course of business) and outstanding at any point of time, shall not at any time exceed Rs. 300 crores (Rupees Three Hundred Crores Only) over and above the paid up share capital of the Company and its free reserves. The consent and approval of the Members is therefore, sought in accordance with the provisions of Section 180(1)(c) of the Act, to enable the Directors to borrow monies.

The borrowings of the Company may, if necessary, be secured by way of charge/ mortgage/ hypothecation on the Company's assets as mentioned in Item No. 9. As the documents, to be executed in this respect may contain provisions to take over substantial assets of the Company in certain events, it is necessary to pass a Resolution under Section 180(1)(a) of the Act, for creation of charges/mortgages/hypothecations upto the limits approved or as may be approved by the Members under Section 180(1)(c) of the Act.

The above proposals are in the interest of the Company and the Directors recommend the Item Nos. 9 and 10 of the Notice for consent and approval by the Members.

Except Directors, Key Managerial Personnel and their relatives a) who are members of the Company, may be deemed to be concerned or interested in the Item Nos. 9 and 10 of the accompanying notice to the extent of their respective shareholding, if any, in the Company to the same extent as that of every other member of the Company b) who are/may be Directors/ Members in one or more bodies corporate/persons/entity described hereinabove, no other Director or Key Managerial Personnel of the Company is concerned or interested in the said resolution.

Item No. 11

Pursuant to provisions of Section 186 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules 2014, the Company can make loans to, give guarantees, provide securities to and make investments in the securities of any other person/other bodies corporate to the extent of 60% of its paid up share capital and free reserves and security premium account or 100% of its free reserves and security premium account, whichever is higher, with the approval of the Board of Directors. Where the aggregate of loans and investments made, guarantees given and securities provided exceeds the aforesaid limits, prior approval of the Members is required by way of a special resolution.

The Company is constantly reviewing opportunities for expansion of its business operations either directly or through its subsidiaries/joint ventures/associate companies/other bodies or persons and would, therefore, be required to provide financial support by way of loan(s)/ and/or guarantee(s) and/or security(ies)/investment in securities of any other person/subsidiaries/joint ventures/associate companies/other bodies corporate or otherwise, in order to achieve greater financial flexibility and to enable optimal financial structuring to facilitate speedy implementation of various projects of such persons/companies.

It is, therefore, proposed that the Board of Directors of the Company be authorised to invest by way of subscription and/or purchase of securities, grant of loan(s), giving of guarantee(s) and/or providing of security(ies) for an amount which shall be subject to aggregate limit of Rs. 300 Crores at any point of time over and above limits prescribed i.e 60% of the Company's paid up share capital, security premium account and free reserves or 100% of the Company's free reserves and security premium amount, whichever is more, in/to one or more of the persons/entities i.e. subsidiaries/joint ventures/associate companies/other bodies corporate. The source of funds for making these investments would be met from borrowings/surplus funds generated by the Company through operations or from such other sources as the Board may deem appropriate. Since the above investments, loans, guarantees and/or securities proposed together with the aggregate of loans

For Artemis Medicare Services Ltd.



(Navneet Goel)
Company Secretary

made, guarantees, given, securities provided and investments made from time to time by the Company may exceed the limit prescribed, approval of the Members is required for the same.

The proposal outlined above is in the interest of the Company and the Board commends the resolution set out in the accompanying Notice.

Except Directors, Key Managerial Personnel and their relatives a) who are members of the Company, may be deemed to be concerned or interested in the Item No. 11 of the accompanying notice to the extent of their respective shareholding, if any, in the Company to the same extent as that of every other member of the Company b) who are/may be Directors/ Members in one or more bodies corporate/persons/entity described hereinabove, no other Director or Key Managerial Personnel of the Company is concerned or interested in the said resolution.

Item No. 12

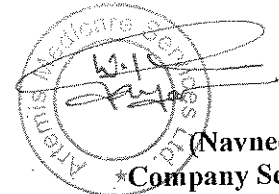
The Board, on the recommendation of the Audit Committee, has approved the appointment of M/s Chandra Wadhwa & Co., Cost Accountants, New Delhi, the Cost Auditors appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year ending 31st March 2015, be paid the remuneration of Rs. 90,000/- plus service tax as applicable

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

Accordingly, consent of the Members is sought for passing an ordinary resolution as set out at Item No.12 of the Notice for ratification of the remuneration payable to the cost auditors for the financial year ending 31st March 2015.

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

**By Order of the Board
For Artemis Medicare Services Ltd.**



**(Navneet Goel)
*Company Secretary**

**Place: Gurgaon
Date: 24th July, 2014**

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