

**ARTEMIS MEDICARE SERVICES LTD.**

**Regd. Office:** 414/1, 4<sup>th</sup> Floor, DDA Commercial Complex, District Centre, Janak Puri, New Delhi–  
110 058

CIN: U85110DL2004PLC126414 Website: [www.artemishospitals.com](http://www.artemishospitals.com)

**NOTICE**

Notice is hereby given that the Extra-Ordinary General Meeting (1/2016) of the members will be held as under:-

<b>DAY</b>	<b>:</b>	<b>WEDNESDAY</b>
<b>DATE</b>	<b>:</b>	<b>16<sup>TH</sup> NOVEMBER, 2016</b>
<b>TIME</b>	<b>:</b>	<b>11:00 A.M</b>
<b>PLACE</b>	<b>:</b>	<b>414/1, 4<sup>TH</sup> FLOOR, DDA COMMERCIAL COMPLEX, DISTRICT CENTRE, JANAK PURI, NEW DELHI–110 058.</b>

To transact the following business:-

**SPECIAL BUSINESS:**

**Item no. 1 Authorization for Borrowing**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Special resolution:-

“**RESOLVED THAT** in supersession of the Special Resolution passed at the Annual General Meeting held on 12<sup>th</sup> September 2014 and pursuant to provisions of section 180(1)(c) and other applicable provisions 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), the consent of the members be and is hereby accorded to the Board of Directors of the Company to borrow any sum or sums of money, as and when required, from one or more scheduled bank(s) and/or financial institution(s) and/or foreign lender(s) and/or Non-Banking Finance Companies and/or any Body Corporate(s)/entity and/or authority/authorities (“Lender/s”) in any form and/or any instruments including Letter of Credit, Fund based and/or Non-fund based and/or through suppliers credit, either in Indian rupees or in such other foreign currencies as may be permitted by law from time to time, notwithstanding that money so borrowed together with monies already borrowed by the company, if any (apart from the temporary loans obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves ( that is to say, those reserves not set apart for any specific purpose) provided that the total amount so borrowed by the Board shall not at any time exceed Rs 1,000 crores ( Rupees One Thousand Crores Only).

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to finalize and sign/execute any deed(s), documents(s), agreement(s), writing(s) and to do all such acts, matters and things, to give effect to the aforesaid resolution.”

## **Item no. 2 Authorization for creation of security**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Special resolution:-

**“RESOLVED THAT** in supersession of the special resolution passed at the Annual General Meeting held on 12th September 2014 and pursuant to the provisions of Section 180 (1) (a) and all other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder, as may be amended from time to time (including any statutory modification(s) thereof for the time being in force), the consent of the members be and is hereby accorded to the Board of Directors of the Company to create Mortgage(s) and / or Charge(s) and /or Hypothecation(s) in addition to the Mortgage(s) / Charge(s) / Hypothecation(s) created / to be created by the Company, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any part of the movable and/or immovable properties and assets of all kinds of the Company, both present and future and/or the whole or any part of the undertaking (s) of the Company in the form of first and/or second and/or pari-passu / subservient mortgage / charge and/or floating charge to secure in favour of the Financial Institution(s)/Bank(s), Bodies Corporate, Lender(s), Agent(s), and Trustee(s), for securing the borrowing of the Company and/or its subsidiary companies availed/to be availed by way of loans(s) (in foreign currency and/or rupee currency) and/or securities (comprising fully/partly Convertible Debentures and/or Non-convertible Debenture) with or without detachable or non-detachable warrants and/or secured premium notes and/or floating rates notes/bonds or other debt instrument(s), issued/to be issued by the Company and/or its subsidiary companies from time to time and working capital facilities sanctioned/to be sanctioned by the bankers/financial institutions/bodies corporate or any other lender to the Company and/or its subsidiary companies for an amount not exceeding in aggregate Rs.1,000 crores (Rupees One thousand crores only) together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premium on pre-payment, remuneration of the Agent(s)/Trustee(s), premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation/revaluation/fluctuation in rates of Exchange and all other monies payable by the Company and/or its subsidiary companies to the Trustees of the holders of the said debentures/financial institutions/banks/other lenders and incurred in terms of Loan Agreement(s)/Heads of Agreement(s), Debenture Trust Deed(s) or any other documents, entered into/to be entered into between the Company and/or its subsidiary companies and Lender(s)/Agent(s) and Trustee(s) in respect of the said loan(s)/ borrowing(s)/debenture(s) and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Company and/or its subsidiary companies and Lender(s)/ Agent(s)/Trustee(s).

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, the Board/Committee be and is hereby authorised to finalise, settle and execute such documents/deeds /writings/ papers/ agreements as may be required and do all such acts, deeds , matters and things , as it may in its absolute discretion deem necessary, proper or desirable and to settle any question , difficulty or doubt that may arise in regard to creation of Mortgage(s) and / or Charge(s) and /or Hypothecation as aforesaid.”

## **Item No.3 Authorization for Loan & Investment**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Special resolution:-

**“RESOLVED THAT** in supersession of the Special Resolution passed at the Annual General Meeting held on 12<sup>th</sup> September 2014 and pursuant to section 186 and other applicable provisions, if any 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, the consent of the members be and is hereby accorded to the Board 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 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. 1,000 Crores (Rupees One Thousand Crores only) at any point of time or limits so prescribed under section 186 (as may be amended from time to time) of the Act, whichever is higher.

**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 for 1 year, 3 year, 5 year or 10 year Government security closest to the tenure of loan.”

**For and on behalf of the Board  
of Artemis Medicare Services Ltd.**

**Navneet Goel  
(Company Secretary)**

**Place: Gurgaon  
Date: 05<sup>th</sup> August 2016**

**Registered office:  
414/1, 4<sup>th</sup> Floor,  
DDA Commercial Complex,  
District Centre, Janak Puri  
New Delhi-110 058  
CIN: U85110DL2004PLC126414  
E-mail: [info@artemishospitals.com](mailto:info@artemishospitals.com)**

**NOTES:**

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA ORDINARY GENERAL MEETING (EGM) 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 Extra Ordinary 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 Extra Ordinary General Meeting.
8. Pursuant to section 101 and section 136 of the Companies Act, 2013 read with relevant rules made thereunder, Companies can serve annual reports and other communications through electronic mode to those members who have registered their e-mail address with the Company or with the Depository.

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

### **Item No. 1 & 2**

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 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. 1,000 Crores (Rupees One Thousand Crores only) 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. 1. 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 for an amount not exceeding in aggregate Rs.1,000 crores (Rupees One Thousand Crores only)

The Board of Directors of the Company commends the resolution at Item No. 1 & 2 for your approval by way of a Special Resolution.

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. 1 and 2 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. 3**

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. 1,000 Crores (Rupees One Thousand Crores only) 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 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 Board of Directors of the Company commends the resolution at Item No. 3 for your approval by way of a Special Resolution.

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. 3 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.

**For and on Behalf of the Board  
of Artemis Medicare Services Ltd.**

**Navneet Goel  
(Company Secretary)**

**Place: Gurgaon  
Date: 05<sup>th</sup> August 2016**

**Registered office:  
414/1, 4<sup>th</sup> Floor,  
DDA Commercial Complex,  
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**Form No. MGT-11**

**Proxy form**

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

**CIN: U85110DL2004PLC126414**

Name of the company: **Artemis Medicare Services Limited**

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

Name of the Member(s):

Registered address:

E-mail Id:

Folio No./Client Id:

DP ID:

I/We, ..... being the member (s) of ..... shares of the above named company, hereby appoint

1. Name:

Address:

E-mail Id:

Signature: ..... or failing him

2. Name:

Address:

E-mail Id:

Signature: ..... or failing him

3. Name:

Address:

E-mail Id:

Signature: .....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary general meeting of the company, to be held on the 16<sup>th</sup> day of November, 2016 at 11:00 A.M at the Registered Office of the Company at 414/1, 4th Floor, DDA Commercial Complex, District Centre, Janak Puri, New Delhi-110 058 and at any adjournment thereof in respect of such resolution(s) as are indicated below:

Resolution No.:

1. Authorization for Borrowings
2. Authorization for Creation of Security
3. Authorization for Loan & Investment



Signed this..... day of..... 2016

Signature of shareholder

Signature of Proxy holder(s)

**Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**

**ARTEMIS MEDICARE SERVICES LIMITED**

**Regd. Office: 414/1, 4<sup>th</sup> Floor, DDA Commercial Complex, District Centre,  
Janak Puri, New Delhi-110 058**

**CIN: U85110DL2004PLC126414 I Website: [www.artemishospitals.com](http://www.artemishospitals.com)**

**E-mail: [info@artemishospitals.com](mailto:info@artemishospitals.com)**

**ATTENDANCE SLIP**

**(To be presented at the entrance)**

Extra-Ordinary General Meeting of the Company held on 16<sup>th</sup> November, 2016 at Registered Office at 414/1, 414/1, 4<sup>th</sup> Floor, DDA Commercial Complex, District Centre, Janak Puri, New Delhi-110 058

Folio No. .... DP ID No. .... Client ID No. ....

Name of the Member ..... Signature .....

Name of the Proxy holder ..... Signature .....

1. Only Member/Proxy holder can attend the meeting.
  2. Member/Proxy holder should bring his/her copy of the Annual Report to reference of the Meeting.
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**ROUTE MAP TO REACH AT THE EGM VENUE**

