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

NOTICE

NOTICE is hereby given that the 22nd Annual General Meeting ("AGM") of the Members of **ARTEMIS MEDICARE SERVICES LIMITED** ("the Company") will be held on Friday, July 31, 2026, at 3:00 P.M. (IST) through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") for which purpose the Registered Office of the Company situated at Plot No. 14, Sector 20, Dwarka, Delhi - 110 075 shall be deemed to be the venue for the Meeting and the proceedings of AGM shall be deemed to be made thereat, to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt:

a. the audited standalone financial statement of the Company for the financial year ended March 31, 2026, the reports of the Board of Directors and Auditors thereon; and

b. the audited consolidated financial statement of the Company for the financial year ended March 31, 2026 and report of Auditors thereon.

2. To declare the final dividend of Re. 0.45 per equity share for the financial year ended March 31, 2026.

3. To appoint a Director in place of Ms. Shalini Kanwar Chand (DIN: 00015511), who retires by rotation and being eligible, offers herself for re-appointment.

4. Re-appointment of M/s. T R Chadha & Co LLP, Chartered Accountants, as Statutory Auditors of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and based on the recommendation of the Audit Committee and Board of Directors of the Company, M/s. T R Chadha & Co LLP, Chartered Accountants (FRN: 006711N/N500028), be and are hereby re-appointed as Statutory Auditors of the Company for a second term of 5 (five) consecutive years, i.e. from the conclusion of the 22nd Annual General Meeting ("AGM") until the conclusion of the 27th AGM of the Company, at such remuneration as may be determined by the Board of Directors, in consultation with the Audit Committee, after discussion with the Statutory Auditors.

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

SPECIAL BUSINESS

5. Ratification of payment of remuneration to Cost Auditors for the financial year 2026-27

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

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Cost Auditors, M/s. Chandra Wadhwa & Co., Cost Accountants, appointed by the Board of Directors of the Company for carrying out Cost Audit of the Company for the financial year 2026-27 be paid a remuneration of Rs. 2.40 Lacs (Rupees Two Lacs Forty Thousand only), exclusive of applicable taxes and reimbursement of out of pocket expenses.

RESOLVED FURTHER THAT the Board of Directors of the Company or any Committee thereof, 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."

6. Appointment of Mr. Tapan Mitra (DIN: 08445248) as an Independent Director

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

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), the rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Tapan Mitra (DIN: 08445248), who was appointed as an Additional Director in the capacity of an Independent Director of the Company by the Board of Directors with effect from May 8, 2026, and who is eligible for appointment as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 3 (three) consecutive years with effect from May 8, 2026 to May 7, 2029 (both days inclusive).

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

7. **Appointment of Dr. Girdhar Jessaram Gyani (DIN: 05169157) as an Independent Director**

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

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), the rules made thereunder and Regulation 17(1A) and other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Dr. Girdhar Jessaram Gyani (DIN: 05169157), who is eligible for appointment as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 3 (three) consecutive years with effect from August 1, 2026 to July 31, 2029 (both days inclusive).

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

8. **Payment of remuneration by way of commission to Non-Executive Directors**

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

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 197 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), the rules made thereunder, and Regulation 17(6) and other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, the Company's Nomination and Remuneration Policy, and based on the recommendation of the Board of Directors ("the Board"), the approval of the Members of the Company be and is hereby accorded to pay and distribute such sum by way of commission to the Non-Executive Directors of the Company (including Independent Directors), in addition to the sitting fees payable to them for attending meetings of the Board or Committees thereof, in such manner and proportion as may be determined by the Board from time to time, provided that the aggregate amount of such commission payable to all such directors shall not exceed 1% of the net profits of the Company computed in accordance with the provisions of Section 198 of the Act, commencing from the financial year ended March 31, 2026.

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

By order of the Board
For Artemis Medicare Services Limited

Poonam Makkar
Company Secretary
FCS No.: 7919

Place : Gurugram
Date : May 8, 2026

NOTES:

1. Pursuant to the Ministry of Corporate Affairs Circular nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020 read with the subsequent circulars issued in this regard, the latest being Circular no. 03/2025 dated September 22, 2025 ("MCA Circulars"), the Company is convening this Annual General Meeting ("AGM") through Video Conferencing ("VC")/ other audio visual means ("OAVM") without physical presence of the Members at a common venue. Hence, Members can attend and participate in the AGM through VC/ OAVM. The venue of the AGM shall be deemed to be the Registered Office of the Company. Further, all resolutions in the meeting shall be passed through the facility of e-Voting/ electronic system.

2. Pursuant to the MCA Circulars and proviso to sub-regulation (4) of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the facility to appoint proxy to attend and cast vote for the Members is not available for this AGM. However, in pursuance of Sections 112 and 113 of the Companies Act, 2013 ("the Act"), Members are entitled to appoint authorized representatives to vote through remote e-voting and/or attend the AGM through VC/ OAVM and participate thereat and cast their vote through e-voting during the AGM.

3. Since the AGM will be held through VC/ OAVM, the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.

4. AGM shall be convened through VC/ OAVM in compliance with applicable provisions of the Act read with MCA Circulars.

5. The Financial Statements for the Financial Year ("FY") 2025-26 including Board's Report, Auditor's Reports and other documents required to be attached therewith (together referred to as "Annual Report for FY 2025-26") and Notice of AGM are being sent in electronic mode to those Members whose e-mail addresses are registered with the Company, its Registrar and Transfer Agent ("RTA") or the Depository Participant(s) as on June 26, 2026 and to all other persons so entitled. The Company shall send a physical copy of the Annual Report to those Members who specifically request for the same at investor@artemishospitals.com mentioning their Folio No. / DP ID - Client ID.

   Additionally, in accordance with Regulation 36(1)(b) of the SEBI Listing Regulations, the Company is also sending a letter to those Members whose e-mail addresses are not registered with the Company or its RTA/ Depository Participant (s) providing the exact web-link of the Company's website from where the Annual Report for FY 2025-26 can be accessed.

6. The Notice calling the AGM and the Annual Report for FY 2025-26 have also been uploaded on the website of the Company at www.artemishospitals.com/investors. The same can also be accessed on the websites of the Stock Exchanges, i.e., BSE Limited (www.bseindia.com) and National Stock Exchange of India Limited (www.nseindia.com). The AGM Notice is also available on the website of National Securities Depository Limited ("NSDL") (the agency for providing the e-Voting facility) i.e. www.evoting.nsdl.com.

7. Institutional/ Corporate Members (i.e. other than individuals/ HUF, NRI, etc.) are required to send a scanned copy (PDF/ JPEG Format) of its board resolution or governing body resolution/ authorization etc., authorizing its representative to attend, vote during the meeting through VC/ OAVM on its behalf or to vote through remote e-voting. The said resolution/ authorization shall be sent to the Company at investor@artemishospitals.com and/or to its RTA at rta@alankit.com.

8. The Members can join the AGM through VC/ OAVM 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/ OAVM will be made available for 1,000 Members on first come first served basis. However, this number does not include the large Shareholders (i.e. Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairman of the Audit Committee, Nomination and Remuneration Committee, Chairperson of Stakeholders Relationship Committee and Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

9. The attendance of the Members attending the AGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

10. The dividend of Re. 0.45 per Equity Share of face value of Re. 1/- each (i.e. 45%) for FY 2025-26, as recommended by the Board of Directors, if declared at the AGM, will be paid within 30 days from the date of declaration to the Members whose names appear in the Register of Members/ List of Beneficial Owners as on the **Record Date i.e., July 10, 2026**.

    Kindly note that pursuant to Regulation 12 read with Schedule I to the SEBI Listing Regulations, the payment of dividend shall be made only through electronic mode to all the eligible Shareholders as on the record date, whether holding shares in demat form or physical form.

    Members holding shares in physical form may note that if the folio(s) are not updated with PAN, contact details (Postal Address with PIN and Mobile Number), bank account details and specimen signature, the Company shall withhold the dividend, and payment of such dividend in respect of such folio(s) shall be made through electronic mode only upon furnishing all the aforesaid details in entirety to the Company's RTA.

    Further, it is mandatory for all companies to use the bank account details furnished by the Depositories and the bank account details maintained by the Registrar and Transfer Agent for payment of dividend to Members electronically. Accordingly, Members are requested to ensure that correct/ latest complete bank account details are updated against their demat account(s)/ physical folio(s), to enable the Company to make timely credit of dividend in their bank accounts.

11. As per the Income Tax Act, 2025 ("the IT Act") read with the rules framed thereunder, dividend paid or distributed by a company shall be taxable in the hands of Shareholders. Accordingly, the Company would be required to deduct tax at source ("TDS") at the prescribed rates under the IT Act before making any payment of dividend. For the prescribed rates for various categories, the Members are requested to refer to the IT Act and amendments thereof. In order to enable the Company to determine the appropriate TDS rate, as applicable, Members are requested to complete and/or update their residential status, PAN, and category as per the IT Act with their DP in case shares are held in demat mode, and with the RTA in case of physical holding.

    To avail the benefit of non-deduction or lower deduction of TDS, Members are requested to submit the necessary documents/ declarations in accordance with the applicable provisions of the IT Act by e-mail to the RTA at rta@alankit.com by July 15, 2026. No communication on the tax determination/ deduction shall be entertained thereafter. A separate communication will be sent by the Company to the Members informing them the provisions related to TDS on dividend as well as relevant documents to be submitted for availing the applicable tax rate.

12. The Members who have not so far received/ claimed the dividend for the financial year from 2022-23 to 2024-25 are requested to correspond with the RTA as mentioned

above, or with the Company Secretary of the Company at investor@artemishospitals.com. Members are requested to note that dividends that are not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will, as per Section 124 of the Act be transferred to the Investor Education and Protection Fund (IEPF). Shares on which dividend remains unclaimed for seven consecutive years are also required to be transferred to the IEPF as per Section 124 of the Act and the applicable rules. In view of this, members/ claimants are requested to claim their dividends from the Company, within the stipulated timeline.

13. SEBI has made it mandatory for all holders of physical securities in listed companies to furnish PAN, Contact Details (Postal Address with PIN and Mobile number), Bank A/c details and specimen signatures ("KYC") for their corresponding folio(s). Accordingly, holders of physical securities who have not yet furnished the KYC details for their folio(s) are requested to furnish the same to the Company's RTA in the forms prescribed by SEBI. Further, please note that 'Choice of Nomination' is optional. However, physical security holders who have not provided 'Choice of Nomination' in relation to their corresponding folio are encouraged, in their own interest, to provide 'choice of nomination'.

14. 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/I/4298/2026 dated February 6, 2026.

    Members holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's RTA. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form ISR-3 or SH-14 as the case may be. In respect of shares held in dematerialized form, the nomination form may be filed with the respective Depository Participant.

15. 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

16. The SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to submit their PAN details to the Company/RTA.

17. The relevant explanatory statement pursuant to Section 102 of the Act, in respect of the special business set out above in the Notice is annexed hereto.

18. Information required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings, in respect of the Directors seeking appointment/ re-appointment at the AGM, forms an integral part of the Notice.

19. All documents referred to in the Notice are 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 are also made available for inspection through secured mode by writing to the Company at its e-mail ID investor@artemishospitals.com till the date of the AGM in accordance with applicable laws. Further, such documents will also be available electronically for inspection by the Members during the AGM.

20. During the AGM, the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or arrangements in which Directors are interested maintained under Section 189 of the Act, the Certificate from Secretarial Auditors of the Company certifying that the ESOP Plan of the Company is being implemented in accordance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and other documents referred to in the Explanatory Statement will be available electronically for inspection without any fee by the Members upon login to NSDL e-Voting system at www.evoting.nsdl.com.

21. Mr. Ankit Tiwari (holding Certificate of Practice No. 24431), Proprietor, Ankit Tiwari & Co., Practicing Company Secretaries, have been appointed as the Scrutinizer to scrutinize the e-Voting process in a fair and transparent manner.

22. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-Voting and e-Voting at the AGM in the presence of at least two witnesses not in the employment of the Company, and shall submit within 2 (two) working days of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall counter sign the same.

23. The Results shall be declared by the Chairman or the person authorized by him in writing within 2 (two) working days of

conclusion of the AGM of the Company. Immediately after such declaration, the Results, along with the Scrutinizer's Report, shall be placed on the Company's website (www.artemishospitals.com) and on the website of NSDL (www.evoting.nsdl.com) and shall also be forwarded to the stock exchanges.

24. 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 dematerialization, Members holding shares of the Company in physical form are advised to dematerialize 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.

25. 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.

26. Pursuant to SEBI Circular No. HO/38/13/11(2)2026-MIRSD-POD/I/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 dematerialization 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.

27. As per the provisions of Regulation 39(4) read with Schedule VI of the SEBI Listing Regulations, the unclaimed/ undelivered shares lying in possession of the Company are in dematerialized form and transferred into an "Unclaimed Suspense Account" held by the Company. Members who have not yet claimed their shares are requested to immediately approach the Company by forwarding a request letter duly signed by the Member furnishing the necessary details to enable the Company to take necessary action.

28. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or staying abroad or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for a long period. The statement of holdings should be obtained from the concerned Depository Participants and holdings should be verified periodically.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING AND JOINING ANNUAL GENERAL MEETING ARE AS UNDER:

I. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of the SEBI Listing Regulations, as amended, and the MCA Circulars, the Company is providing facility of e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an arrangement with NSDL for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a Member using remote e-voting system as well as e-voting during the AGM will be provided by NSDL.

II. The remote e-Voting period begins on Tuesday, July 28, 2026 at 09:00 A.M. (IST) and ends on Thursday, July 30, 2026 at 05:00 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, July 24, 2026** may cast their vote electronically. The remote e-Voting module shall be disabled by NSDL for voting thereafter. The voting right 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 and bold highlighted i.e. Friday, July 24, 2026. Once the vote on a resolution is cast by the Members, they shall not be allowed to change it subsequently.

III. Only those Members/ Shareholders, who will be present in the AGM through VC/ OAVM facility and have not casted their vote on the resolutions through remote e-Voting prior to AGM and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system during the AGM.

IV. Members who have cast their vote by remote e-Voting prior to the AGM will be eligible to attend the AGM. However, they will not be entitled to cast their vote again.

V. Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of the notice and holding shares as on the Cut-off Date i.e. Friday, July 24, 2026, may obtain the login ID and password by sending a request at evoting@nsdl.com or to the Company at investor@artemishospitals.com. However, if he/she is already registered with NSDL for e-Voting then he/ she can use his/her existing User ID and Password for casting the vote. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as on the cut-off date may follow steps mentioned in the Notice of the AGM under “Access to NSDL e-Voting system”.

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 and joining virtual meeting 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.	1. For OTP based login you can click on https://eservices.nsdl.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 or joining virtual meeting & voting during the meeting. 2. Existing **IDeAS** user can visit the e-Services website of NSDL viz. https://eservices.nsdl.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 or joining virtual meeting & voting during the meeting. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl. com. Select “**Register Online for IDeAS**” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL or Open web browser by typing the following 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 (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 or joining virtual meeting & voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	1. 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 https://www.cdslindia.com/ and click on login icon & My Easi New Tab and then use your existing my easi username & password. 2. 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 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 or joining virtual meeting & voting during the meeting. 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. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & My Easi New Tab and then click on registration option. 4. 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 or joining virtual meeting & voting during the meeting.

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 and joining virtual meeting 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?

1. Visit the e-Voting website of NSDL or Open web browser by typing the following URL: https://www.evoting.nsdl.com either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.
3. 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 e-services i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL e-services 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 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 and join General Meeting on NSDL e-Voting system

How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/ OAVM" link placed under "Join Meeting".
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/ 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 the designated e-mail id 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 resolutions 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 and joining virtual meeting for Individual shareholders holding securities in demat mode**.

3. Alternatively, Shareholder/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.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-Voting.
2. Only those Members/ Shareholders, who will be present in the AGM through VC/ OAVM facility and have not casted their vote on the resolutions through remote e-Voting prior to AGM and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through remote e-Voting prior to AGM will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for remote e-Voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/ OAVM ARE AS UNDER:

1. Members will be provided with a facility to attend the AGM through VC/ OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/ OAVM link" placed under **"Join meeting"** menu against company name. You are requested to click on VC/ OAVM link placed under Join Meeting menu. The link for VC/ OAVM will be available in Shareholder/ Member login where the EVEN of Company will be displayed. Please note that the Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the Notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

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

In case of any grievance connected with the facility for voting by electronic means, 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, email ID: evoting@nsdl.com, call on.: 022 - 4886 7000. Members may also write to the Company Secretary at the email id: investor@artemishospitals.com.

PROCEDURE TO RAISE QUESTIONS/SEEK CLARIFICATIONS WITH RESPECT TO ANNUAL REPORT

1. As the AGM is being conducted through VC/ OAVM, Members are encouraged to express their views/ send their queries in advance mentioning their Name, DP ID-Client ID/ Folio No., e-mail ID and mobile number at investor@artemishospitals.com to enable smooth conduct of proceedings at the AGM. Questions/Queries received by the Company on or before Friday, July 24, 2026 on the aforementioned e-mail ID shall only be considered and responded during the AGM or replied by the Company suitably.

2. Members who would like to express their views or ask questions during the AGM with regard to the business to be transacted at the AGM, need to register themselves as a `Speaker'. For this purpose, Members should fill the online form available at https://vcnow.live/portal/event/registration-artemis-medicare-services-ltd-22nd-annual-general-meeting. The registration window shall remain open from 9:00 A.M. (IST) on Monday, July 20, 2026 till 5:00 P.M. (IST) on Friday, July 24, 2026, and disabled thereafter. Please note that requests for speaker registration in any other mode or form (including email or letter communication) will not be entertained or considered. Only those Members who have registered themselves as a Speaker and whose names appear in the Register of Members / List of Beneficial Owners as on the Cut-off Date i.e. Friday, July 24, 2026, shall only be permitted to express their views or ask questions during the AGM. The Company reserves the right to restrict the number of questions and number of speakers, depending on the availability of time for the AGM.

3. The Company reserves the right to restrict the number of questions and number of speakers, depending on the availability of time for the AGM.

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

ITEM NO. 4

The Members of the Company at their Annual General Meeting ("AGM") held on July 20, 2021, appointed M/s. T R Chadha & Co LLP, Chartered Accountants (FRN: 006711N/N500028), as Statutory Auditors of the Company for a period of 5 (five) consecutive years i.e., from the conclusion of the 17th AGM until the conclusion of the 22nd AGM.

M/s. T R Chadha & Co LLP, Chartered Accountants, will complete their present term as Statutory Auditors of the Company on the conclusion of this 22nd AGM.

In terms of the provisions of Section 139(2) of the Companies Act, 2013 ("the Act") read with Companies (Audit and Auditors) Rules, 2014, M/s. T R Chadha & Co LLP are eligible for re-appointment as Statutory Auditors of the Company for a second term of 5 (five) consecutive years.

Considering the expertise and experience of M/s. T R Chadha & Co LLP, Chartered Accountants, the Board of Directors ("the Board") of the Company at its meeting held on May 8, 2026, upon the recommendation of the Audit Committee, have recommended their re-appointment as Statutory Auditors of the Company for a second term of 5 (five) consecutive years, i.e. from the conclusion of the 22nd AGM until the conclusion of the 27th AGM of the Company to be held in the year 2031, to the Members for their approval.

M/s. T R Chadha & Co LLP, is a Chartered Accountancy Firm registered with The Institute of Chartered Accountants of India. The firm is in practice since May 1946, i.e., for more than 80 years. The firm has 24 partners and total staff of more than 1000 people working with them. The firm has presence in 11 cities in India viz. New Delhi, Mumbai, Gurugram, Noida, Chennai, Ahmedabad, Bengaluru, Hyderabad, Pune, Tirupati and Vadodara. The Firm empowers businesses by delivering high-impact solutions across audit, tax, risk, and advisory domains. Leveraging deep domain expertise and regulatory insight, it enables clients to enhance governance, optimize performance, unlock strategic value, and lead with confidence in an evolving business landscape.

Based on the recommendation of the Audit Committee and the Board, the remuneration of Rs. 23.50 Lacs (Rupees Twenty Three Lacs and Fifty Thousand only) per financial year, exclusive of applicable taxes and reimbursement of out of pocket expenses, if any, is proposed to be paid to M/s. T R Chadha & Co LLP for carrying out the Statutory Audit (including limited review) of the financial year 2026-27 & 2027-28. The remuneration for subsequent years of their term shall be determined by the Board, in consultation with the Audit Committee, after discussion with the Statutory Auditors.

Besides the audit services, the Company would also avail various services in the nature of certifications and other permissible professional work under various statutory regulations from time to time, for which the Statutory Auditors will be remunerated separately on mutually agreed terms.

The proposed remuneration is based on knowledge, expertise, industry experience, time and efforts required to be put in by the Statutory Auditors and is commensurate with the size and scale of operations of the Company.

A consent and eligibility certificate have been received from M/s. T R Chadha & Co LLP, consenting to act as the Statutory Auditors of the Company and confirming that they are eligible for re-appointment as Statutory Auditors of the Company under Section 139 of the Act and meet the criteria for appointment specified in Section 141 of the Act. Further, they have confirmed that they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India (ICAI).

Accordingly, the consent of the Members is being sought by way of an Ordinary Resolution as set out at Item no. 4 of the Notice for re-appointment of Statutory Auditors.

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

The Board recommends the Ordinary Resolution set out at item no. 4 for your consideration and ratification.

ITEM NO. 5

The Board of Directors of the Company ("the Board") at its meeting held on May 8, 2026, on the recommendation of the Audit Committee, has re-appointed M/s. Chandra Wadhwa & Co., Cost Accountants, as the Cost Auditors for carrying out audit of the cost records of the Company for the financial year 2026-27 at a remuneration of Rs. 2.40 lacs (Rupees Two Lacs Forty Thousand only), exclusive of applicable taxes and reimbursement of out of pocket expenses.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration of the Cost Auditors as recommended by the Audit Committee has been considered and approved by the Board and is required to be ratified by the Members.

Accordingly, the consent of the Members is being sought by way of an Ordinary Resolution as set out at item no. 5 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year 2026-27.

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

The Board recommends the Ordinary Resolution set out at item no. 5 for your consideration and ratification.

ITEM NO. 6

Based upon the recommendation of the Nomination and Remuneration Committee ("NRC"), after taking into consideration the balance of skills, knowledge and experience available on the Board, the Board of Directors of the Company ("the Board") at its meeting held on May 8, 2026 has appointed Mr. Tapan Mitra (DIN: 08445248) as an Additional Director in the capacity of an Independent Director of the Company w.e.f. May 8, 2026, in terms of Section 161 of the Companies Act, 2013 ("the Act") who, in terms of Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), shall hold office upto the date of the next General Meeting of the Company or for a period of three months from the date of his appointment, whichever is earlier.

Further, the Board, on the recommendation of NRC and subject to the approval of the Members, has appointed Mr. Tapan Mitra as an Independent Director of the Company to hold office for a term of 3 (three) consecutive years with effect from May 8, 2026 to May 7, 2029 (both days inclusive), not liable to retire by rotation and has recommended his appointment to the Members for their approval by way of a Special Resolution in terms of the provisions of Sections 149, 150, 152 and Schedule IV of the Act, read with rules made thereunder and applicable provisions of the SEBI Listing Regulations.

Mr. Tapan Mitra (aged 71 years) has ~40 years of experience across operational and corporate areas of Human Resources. His HR career spans roles in several manufacturing companies like JK Papers as a Management Trainee; Plant HR Head at Voltas Ltd.; Vice President-HR at Ballarpur Industries Ltd. (BILT); and he then joined Apollo Tyres Ltd. as Chief of Human Resources and led the establishment of robust HR systems and processes.

He has exposure to multiple leadership development programmes at IMD Lausanne, IIMs, XLRI, INSEAD which added to his in-depth functional knowledge.

He graduated from Delhi University and subsequently did his MA in Sociology from Delhi School of Economics.

He holds directorship in the following Companies:

Sl. No	Name of the Company	Designation
1.	Apollo Tyres Limited	Independent Director
2.	PTL Enterprises Limited	Independent Director
3.	Classic Industries and Exports Limited	Independent Director

He holds chairmanship/ membership of committees in the following Companies:

Name of the Company	Name of the Committee	Position
Apollo Tyres Limited	Nomination and Remuneration Committee	Chairman
PTL Enterprises Ltd	Audit Committee	Member
	Nomination and Remuneration Committee	Chairman
	Risk Management Committee	Member
	Business Responsibility Committee	Chairman
Classic Industries and Exports Limited	Audit Committee	Member
	Nomination and Remuneration Committee	Member
	Corporate Social Responsibility Committee	Member

He has not resigned from any listed entity during the past three years.

He is not holding any shares in the Company either directly or in the form of beneficial interest for any other person.

He does not have inter-se relationship with any other Director and Key Managerial Personnel of the Company.

In terms of Section 160 of the Act, the Company has received a notice in writing from a Member proposing the candidature of Mr. Tapan Mitra to be appointed as an Independent Director as per the provisions of the Act.

The Company has received from Mr. Tapan Mitra:

(i) Consent to act as a Director in Form DIR-2, in terms of Section 152(5) of the Act and Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014;

(ii) Intimation in Form DIR-8 in terms of the Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Sub-Section (1) and (2) of Section 164 of the Act;

(iii) A declaration to the effect that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and that he is not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact his ability to discharge his duties with an objective independent judgment and without any external influence; and

(iv) An undertaking that he is not debarred from holding the office of Director pursuant to order of SEBI or any other authority.

He is registered on data bank of independent directors maintained by the Indian Institute of Corporate Affairs in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014.

As he was appointed to the Board on May 8, 2026, he attended only that meeting and entitled for payment of sitting fees of Rupees One Lac for attending the said meeting.

He shall be entitled to sitting fees for attending Board and Committee meetings, as determined by the Board from time to time.

In the opinion of the Board, he fulfils the conditions specified in the Act and the SEBI Listing Regulations for appointment as an Independent Director and he is independent of the management of the Company. Keeping in view the skills, knowledge and experience of Mr. Tapan Mitra as a Human Resource leader across several industries, the Board considered that his appointment as an Independent Director would be beneficial to the Company.

Copy of the draft letter of appointment of Mr. Tapan Mitra as an Independent Director 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 till the date of the Annual General Meeting in accordance with applicable laws. Further, the same will also be available electronically for inspection by the Members during the AGM.

In terms of Section 149 and other applicable provisions of the Act and applicable provisions of the SEBI Listing Regulations, Mr. Tapan Mitra is proposed to be appointed as an Independent Director for a period of 3 (three) consecutive years w.e.f. May 8, 2026.

This Explanatory Statement may also be regarded as a disclosure under Regulation 36 of the SEBI Listing Regulations read with Secretarial Standard-2 (SS-2) on General Meetings, issued by the Institute of Company Secretaries of India.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Mr. Tapan Mitra himself and his relatives, is concerned or interested (financial or otherwise) in the resolution.

The Board recommends the Special Resolution set out at item no. 6 for your consideration and approval.

ITEM NO. 7

Based upon the recommendation of the Nomination and Remuneration Committee, after taking into consideration the balance of skills, knowledge and experience available on the Board, the Board of Directors of the Company ("the Board") at its meeting held on May 8, 2026 has recommended the appointment of Dr. Girdhar Jessaram Gyani (DIN: 05169157) as an Independent Director, to hold office for a term of 3 (three) consecutive years with effect from August 1, 2026 to July 31, 2029 (both days inclusive), to the Members for their approval by way of a Special Resolution in terms of the provisions of Sections 149, 150, 152 and Schedule IV of the Companies Act, 2013 ("the Act") read with rules made thereunder and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

As per Regulation 17(1A) of the SEBI Listing Regulations, no listed entity shall appoint a person or continue the directorship of any person as a Non-Executive Director who has attained the age of 75 years unless a special resolution is passed by the Members to that effect and justification thereof is indicated in the explanatory statement annexed to the Notice for such appointment. Since, Dr. Gyani is aged about 76 years, the approval of the Members of the Company by way of special resolution is required in terms of Regulation 17(1A) of the SEBI Listing Regulations.

Dr. Gyani, (aged 76 years), has an extensive experience in the healthcare industry. Currently, he is serving as the Director General of Association of Healthcare Providers (India) ("AHPI"), a not-for-profit society representing vast majority of private hospitals in India. Prior to this, Dr. Gyani served as Secretary General of the Quality Council of India from 2003 to 2012. Dr. Gyani introduced number of measures, integrating quality into regulatory framework in the areas of education, healthcare, environment, industry and public services, which are known to have resulted in to good governance practices. SME World Magazine in its cover story of June 2012 issue, described him as Quality Man of India.

One of his towering contributions was in the establishment and operating national accreditation structure [i.e. National Accreditation Board for Hospitals (NABH)] for healthcare for the first time in the country, where he served as CEO until his superannuation in May, 2012. Healthcare Executive magazine, in its January, 2015 issue, recognised him as the 'CHANAKYA of Healthcare Quality'.

He started his career as a Scientist in Defence Research and Development Organisation (DRDO) in 1975 and worked there until 1990. He later served as Senior Director Ministry of IT, which include; setting up of Bio-Medical Laboratory at Guwahati (1990-93) and later as Sr Director, Indian Institute of Quality Management from 1993 to 2003.

He graduated from Agra University and completed his doctorate from Indraprastha University.

He holds the position of Non-Executive, Non-Independent Director at Yashoda Super Speciality Hospitals Private Limited and does not holds any committee positions therein.

He has not resigned from any listed entity during the past three years.

He is not holding any shares in the Company either directly or in the form of beneficial interest for any other person.

He does not have inter-se relationship with any other Director and Key Managerial Personnel of the Company.

In terms of Section 160 of the Act, the Company has received a notice in writing from a Member proposing the candidature of Dr. Gyani to be appointed as an Independent Director as per the provisions of the Act.

The Company has received from Dr. Gyani:

(i) Consent to act as a Director in Form DIR-2, in terms of Section 152(5) of the Act and Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014;

(ii) Intimation in Form DIR-8 in terms of the Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Sub-Section (1) and (2) of Section 164 of the Act;

(iii) A declaration to the effect that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and that he is not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact his ability to discharge his duties with an objective independent judgment and without any external influence; and

(iv) An undertaking that he is not debarred from holding the office of Director pursuant to order of SEBI or any other authority.

He is registered on data bank of independent directors maintained by the Indian Institute of Corporate Affairs in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014.

He shall be entitled to sitting fees for attending Board and Committee meetings, as determined by the Board from time to time.

In the opinion of the Board, he fulfils the conditions specified in the Act and the SEBI Listing Regulations for appointment as an Independent Director and he is independent of the management of the Company. Keeping in view the skills, knowledge and experience of Dr. Gyani in the Healthcare field, the Board considered that his appointment as an Independent Director would be beneficial to the Company.

Copy of the draft letter of appointment of Dr. Gyani as an Independent Director 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 till the date of the Annual General Meeting in accordance with applicable laws. Further, the same will also be available electronically for inspection by the Members during the AGM.

In terms of Section 149 and other applicable provisions of the Act and Regulation 17(1A) and other applicable provisions of the SEBI Listing Regulations, Dr. Gyani is proposed to be appointed as an Independent Director for a period of 3 (three) consecutive years w.e.f. August 1, 2026.

This Explanatory Statement may also be regarded as a disclosure under Regulation 36 of the SEBI Listing Regulations read with Secretarial Standard-2 (SS-2) on General Meetings, issued by the Institute of Company Secretaries of India.

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

The Board recommends the Special Resolution set out at item no. 7 for your consideration and approval.

ITEM NO. 8

In terms of the provisions of Section 197 of the Companies Act, 2013 ("the Act") and the Company's Nomination and Remuneration Policy, the Company may pay remuneration either by way of a monthly payment or at a specified percentage of the net profits of the company or partly by one way and partly by the other (in addition to the sitting fees payable for attending the Board and Committee Meeting), to its Non-Executive Directors (including Independent Directors), subject to the total remuneration payable to all of them not exceeding 1% of the net profits of the Company, calculated in accordance with the provisions of Section 198 of the Act.

The Non-Executive Directors of the Company are leading professionals with high level of expertise and rich experience in varied functional areas. They have been shaping and steering the long-term strategy and make valuable contributions for the overall growth of the Company. Further, pursuant to the changing regulatory landscape over the last few years, the Non-Executive Directors have assumed an important role in maintaining high level of corporate governance in the Company. These changes have enhanced the corporate governance requirements, requiring greater time commitments, attention and higher level of oversight by the Non-Executive Directors. Recognizing these evolving dynamics and the resultant responsibilities placed on directors, the Board of Directors of the Company ("the Board") considered that there is a need for the Non-Executive Directors to be compensated adequately for their level of commitment and the value they bring onboard.

In view of the above, the Board at its meeting held on May 8, 2026, approved to seek approval of Members of the Company for payment and distribution of such sum by way of commission to the Non-Executive Directors of the Company (including Independent Directors), in addition to the sitting fees payable to them for attending meetings of the Board or Committees thereof, in such manner and proportion as may be determined by the Board from time to time, provided that the aggregate amount of such commission payable to all such directors shall not exceed 1% of the net profits of the Company computed in accordance with the provisions of Section 198 of the Act, commencing from the financial year ended March 31, 2026.

In terms of Regulation 17 of the SEBI Listing Regulations, approval of members in general meeting is required for payment of all compensation to non-executive directors. Further, pursuant to Section 197 of the Act and other applicable provisions of the Act, a company may pay remuneration to all its non-executive directors upto 1% of the net profits of the company calculated in accordance with the provisions of Section 198 of the Act, subject to approval of its members by way of an ordinary resolution.

The aforesaid proposed remuneration to Non-Executive Directors (including Independent Directors) shall remain within the limit of 1% of the net profits of the Company calculated in accordance with the provisions of the Section 198 of the Act.

Accordingly, the consent of the Members is being sought by way of an Ordinary Resolution as set out at item no. 8 of the Notice for payment of remuneration by way of commission to all the Non-Executive Directors of the Company.

All the Non-executive Directors and their relatives shall be deemed to be concerned or interest in the resolution, to the extent of commission payable to such Non-Executive Directors.

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

The Board recommends the Ordinary Resolution set out at item no. 8 for your consideration and ratification.

DETAILS IN TERMS OF REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD-2 ON GENERAL MEETINGS.

ITEM NO. 3

Ms. Shalini Kanwar Chand, aged 58 years, was first appointed to the Board of the Company on January 24, 2007.

Ms. Shalini Kanwar Chand is a dynamic healthcare leader with extensive experience in the hospital and healthcare industry. She has an expertise in Business Development, Negotiations, Entrepreneurship, Strategic Planning, and Team Building. She has a proven ability to drive service expansion, adopt innovative medical technologies, and foster patient centered care. She is passionate about empowering women through education and community initiatives, with a strong focus on Environment, Social and Governance (ESG) and Corporate Social Responsibility (CSR).

Ms. Shalini graduated from the University of Delhi and pursued her Master's Degree specialising in Cognitive Behavioral Therapy (CBT) from Swinburne University of Technology, Australia. She completed extensive coursework from the Academy of Human Development, Singapore, in collaboration with Edith Cohen. She attended Harvard Business School, for Women's Leadership Program titled 'A New Path: Setting New Professional Directions' and 'Owner, President, Management (OPM) Program', Cohort 62. She completed 'Leaders as Entrepreneurs program' focusing on entrepreneurial leadership from London Business School and 'International Directors on Boards Program' focusing on governance, risk, and strategy from INSEAD Business School, France.

Ms. Shalini has extensive counselling experience in Singapore, including work at National Kidney Foundation, Children's Medical Institute, Leukaemia & Lymphoma Foundation, and various community centers. She is skilled in various therapies such as CBT, Solution-Focused, Emotional Focused Therapy, and grief support.

She has drawn sitting fees of Rs. 6 lacs for attending meetings of the Board/ Committees during financial year 2025-26. She shall be entitled to sitting fees for attending Board and Committee meetings, as determined by the Board from time to time.

She is a Member of the Nomination and Remuneration Committee and the Chairperson of the Corporate Social Responsibility Committee of the Company. She does not hold any Directorship / Committee Positions on the Board of other Companies (excluding overseas and foreign companies).

She has not resigned from any listed entity in the past three years.

She is not holding any shares in the Company either directly or in the form of beneficial interest for any other person.

During the financial year 2025-26, she has attended all five board meetings.

She is proposed to be re-appointed as a Non-Executive Director, liable to retire by rotation.

Except for Mr. Onkar Kanwar and Mr. Neeraj Kanwar, who are her father and brother respectively, she does not have any inter-se relationship with any other Director or Key Managerial Personnel of the Company.

By order of the Board
For Artemis Medicare Services Limited

Poonam Makkar
Company Secretary
FCS No.: 7919

Place : Gurugram
Date : May 8, 2026