

## ARTEMIS GLOBAL LIFE SCIENCES LIMITED

(Formely - PTL PROJECTS LIMITED)

Regd. Office: 414/1, 4th Floor, DDA Complex, District Centre, Janakpuri, New Delhi-110058

CIN – U85191DL2011PLC216530, Website – www.aglsl.in, Email – investors@aglsl.in

Tel: 0124 – 4262305, 4262307, Fax: (0124) - 4262306

### NOTICE

NOTICE is hereby given that the 7th Annual General Meeting of the Members of **ARTEMIS GLOBAL LIFE SCIENCES LTD** will be held as under:-

DAY	:	Wednesday
DATE	:	27th September, 2017
TIME	:	10.00 A.M.
PLACE	:	Tivoli Garden Resort Hotel, Chhattarpur Hills, Chhattarpur, New Delhi- 110074

to transact the following businesses:-

#### ORDINARY BUSINESS

- To receive, consider and adopt (a) the audited financial statements of the Company for the financial year ended March 31, 2017 and reports of the Board of Directors and of the Auditors thereon; and (b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2017 and report of Auditors thereon and if thought fit to pass with or without modification(s) the following resolutions as Ordinary Resolutions:
  - “RESOLVED THAT the audited financial statement of the Company for the financial statement of the Company for the financial year ended March 31, 2017 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted”
  - “RESOLVED THAT the audited consolidated financial statement of the Company for the financial year ended March 31, 2017 and the report of Auditors thereon laid before this meeting, be and are hereby considered and adopted.”
- To appoint a Director in place of Mr. Harish Bahadur (DIN- 00032919), who retires by rotation, and being eligible, offers himself for re-appointment as a Director and if thought fit to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT Pursuant to the provision of section 152 of the Companies Act, 2013 Mr. Harish Bahadur, who retires by rotation at this meeting and being eligible, has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, Liable to retire by rotation
- To ratify the appoint of Auditors and fix their remuneration and if thought fit to pass with or without modification(s), the following resolution as an Ordinary Resolution:-

“RESOLVED THAT pursuant to the provisions of Section 139 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), consent of the company be and is hereby accorded to ratify the appointment of M/s. Anand Dua & Associates, as a Statutory Auditor of the Company for the financial year 2017-18 and to hold office from the conclusion of this Annual General Meeting until the conclusion of the 11th Annual General Meeting at such remuneration as shall be fixed by the Board of Directors of the Company.”

#### SPECIAL BUSINESS:

- To appoint Mr. Neeraj Kanwar as a Director and if thought fit to pass with or without modification(s), the following resolution as an Ordinary Resolution:-

“RESOLVED THAT, pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Neeraj Kanwar (DIN 00058951), who was appointed as an Additional Director pursuant to the provision of the section 161 of the

companies Act and the Article of association of the Company and who holds office up to the date of this AGM and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act 2013 from a member proposing his candidature for the office of director , be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

5. To appoint Dr. Devlina Chakravarty as a Managing Director and if thought fit to pass with or without modification(s), the following resolution as an Ordinary Resolution:-

“RESOLVED THAT in accordance with the provisions of sections 196, 197 and 203 read with schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the members be and is hereby accorded to appoint Dr.. Devlina Chakravarty (DIN: 07107875) as a Managing Director, designated as an Executive Director of the Company, for a period of 5(five) years from the date of appointment, that is with effect from August 4, 2017 on the terms and conditions as set out in the statement annexed to the notice with liberty to the Board of Directors(herein after referred as Board which term shall include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts and take all such steps as may be necessary proper or expedient to give effect to this resolution.”

6. To appoint Mr. Akshay Kumar Chudasama as an independent Director and if thought fit to pass with or without modification(s), the following resolution as an Ordinary Resolution:-

“RESOLVED THAT, pursuant to the provisions of sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Akshay Kumar Chudasama (DIN 00010630), who was appointed as an Additional Director by the Board of Directors with effect from 30th March 2017, and holds office until the date of Annual General Meeting, in terms of Section 161 of the Act and in respect of whom the company has received a notice in writing from a member under section 160 of the Act proposing her candidature for the office of director , be and is hereby appointed as an Independent Director of the Company, to hold office upto 29th March, 2022, not liable to retire by rotation.”

7. To appoint Dr. S. Narayan as an independent Director and if thought fit to pass with or without modification(s), the following resolution as an Ordinary Resolution:-

“RESOLVED THAT, pursuant to the provisions of sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Dr. S. Narayan (DIN 00094081), who was appointed as an Additional Director by the Board of Directors with effect from 30th March 2017, and holds office until the date of Annual General Meeting, in terms of Section 161 of the Act and in respect of whom the company has received a notice in writing from a member under section 160 of the Act proposing her candidature for the office of director , be and is hereby appointed as an Independent Director of the Company, to hold office upto 29th March, 2022, not liable to retire by rotation.”

8. To appoint Dr. Sanjaya Baru as an independent Director and if thought fit to pass with or without modification(s), the following resolution as an Ordinary Resolution:-

“RESOLVED THAT, pursuant to the provisions of sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Dr. Sanjaya Baru (DIN 05344208), who was appointed as an Additional Director by the Board of Directors with effect from 30th March 2017, and holds office until the date of Annual General Meeting, in terms of Section 161 of the Act and in respect of whom the company has received a notice in writing from a member under section 160 of the Act proposing her candidature for the office of director , be and is hereby appointed as an Independent Director of the Company, to hold office upto 29th March, 2022, not liable to retire by rotation.”

9. To appoint Mr. US Anand as an independent Director and if thought fit to pass with or without modification(s), the following resolution as an Ordinary Resolution:-

“RESOLVED THAT, pursuant to the provisions of sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. US Anand (DIN 02055913) who was appointed as an Additional Director by the Board of Directors with effect from 04th August 2017, and holds office until the date of Annual General Meeting, in terms of Section 161 of the Act and in respect of whom the company has received a notice in writing from a member under section 160 of the Act proposing her candidature for the office of director, be and is hereby appointed as an Independent Director of the Company, to hold office upto 3rd August, 2022, not liable to retire by rotation.”

**For Artemis Global Life Sciences Ltd**

Place: Gurugram  
Dated: 21-08-2017

**Sd/-  
(Anuj Sood)  
COMPANY SECRETARY**

## NOTES

- PURSUANT TO SECTION 105 (1) OF THE COMPANIES ACT 2013 (“Act”), A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF/ HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.**

**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 shareholder.**

**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.**

The Explanatory statement setting out all the material facts and reasons pursuant to 102 of the Companies Act, 2013 (the ‘Act’) is annexed hereto.

- 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.
- 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.
- All documents referred to in the notice are open for inspection at the registered office of the Company between 10.00 a.m. to 5.00 p.m. on any working day prior to the date of the meeting and will also be available at the venue of the meeting 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.
- The Register of contracts or arrangements, in which Directors are interested, will be available for inspection by the members at the annual general meeting.
- Members intending to require information about accounts to be explained at the meeting are requested to write to the Company at least 10 (ten) days in advance of the annual general meeting.
- Members holding shares in the dematerialized mode are requested to intimate all changes with respect to their bank details, mandate, nomination, power of attorney, change of address, e-mail address, change in name etc. to their depository participant. These changes will be automatically reflected in the Company's records which will help the Company to provide efficient and better service to the Members.
- Members holding shares in physical form are requested to intimate changes with respect to their bank account (viz, name and address of the branch of the bank, MICR code of branch, type of account and account number, mandate, nomination, power of attorney, change of address, e-mail address, change in name etc. immediately to the Company.
- Voting through Electronic Means**
  - In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, and regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is arranging to provide members, facility to exercise their right to vote at the 7th annual general meeting by electronic means and the business may be transacted through e-voting services provided by National Securities Depository Limited (NSDL).
  - If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.
  - The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date).
  - The facility for voting, through ballot paper, will also be made available at the AGM and the members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper.

- v) The members who have cast their voting by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- vi) The Board of Directors have appointed M/s RSMV and Co., Practicing Company Secretary, as the Scrutinizer, who has also given his consent for the same, for conducting the voting process and remote e-voting in a fair and transparent manner.
- vii) The scrutinizer shall within forty eight hours of conclusion of the e-voting period unblock the votes in the presence of at least 2 (two) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- viii) The Results shall be declared by the Chairman or the person authorised by him within forty eight hours of conclusion of the annual general meeting of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.aglsl.in](http://www.aglsl.in) and on the website of NSDL immediately after the result is declared by the Chairman. Members may also note that the Notice of the 7th Annual General Meeting and the Annual Report 2017 will be available on the Company's and NSDL website.
- ix) Members are requested to carefully read the instructions for remote e-voting before casting their vote.
- x) The remote e-voting facility will be available during the following voting period after which the portal shall forthwith be blocked and shall not be available:

Commencement of remote e-voting	From 10:00 a.m. (IST) on 24th September,2017
End of remote e-voting	Up to 5:00 p.m. (IST) on 26th September,2017
- xi) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. September 20, 2017.

**The procedure and instructions for remote e-voting are as under:**

**(A) In Case of Members' receiving e-mail from NSDL–**

- i) Open e-mail and PDF file viz. "AGLSL e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user id and password for e-voting. Please note that the password is an initial password.
- ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- iii) Click on Shareholder – Login
- iv) Put user id and password as initial password in step (i) above. Click Login.
- v) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/ characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vi) Home page of e-voting opens. Click on e-voting: Active Voting Cycles.
- vii) Select "EVEN" of Artemis Global Life Sciences Limited.
- viii) Now you are ready for e-voting as Cast Vote page opens.
- ix) Cast your vote by selecting appropriate option and click on "Submit" and also click "Confirm" when prompted.
- x) 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. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the scrutinizer through e-mail [investor@aglsl.in](mailto:investor@aglsl.in) with a copy marked to [e-voting@nsdl.co.in](mailto:e-voting@nsdl.co.in).

**(B) In Case of Members' receiving physical copy of the Notice of annual general meeting and attendance slip:**

- i) Initial password is provided below the attendance slip
  - ii) Please follow all steps from Sl. No (ii) to (x) above, to cast vote.
10. Electronic copy of the Notice of the 7th annual general meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/ Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of

the Notice of the 7th annual general meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.

11. 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, Members who have not registered their e-mail address with the Company can now register the same by submitting the duly filled in “E-mail Registration Form”, available on the website of the Company, to the Company. Members holding shares in demat form are requested to register their e-mail address with their Depository Participant(s) only. Members of the Company, who have registered their e-mail address, are entitled to receive such communication in physical form upon request.

The notice of annual general meeting and the copies of the audited financial statements, directors’ report, auditors’ report etc. will also be displayed on the website (www.aglsl.in) of the Company.

12. The unclaimed/ undelivered shares lying in the possession of the Company had dematerialised and transferred into an “Unclaimed Suspense Account”. Shareholder who have not yet claimed their shares are requested to immediately approach the Company by forwarding a request letter duly signed by all the shareholders furnishing the necessary details to enable the Company to take necessary action.
13. The Securities and Exchange Board of India (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 the PAN to their depository participants with whom they are maintain their demat accounts. Members holding shares in physical form are requested to submit their PAN details to the Company.
14. 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 long. Periodic statement of holdings should be obtained from the concerned Depository Participants and holdings should be verified.
15. Kindly register your email address and contact details with us, by writing to us addressed to the Secretarial Department at our corporate office, or at our e-mail ID: investor@aglsl.in. This will help us in prompt sending of notices, annual reports and other shareholder communications in electronic form.
16. Brief profile and other particulars of the retiring and other Directors seeking appointment / re-appointment at this AGM, in pursuance of SS-2 (Secretarial Standard on General Meeting) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as follows:
17. Details of Director Seeking Re-appointment/Appointment at the Annual General Meeting

Particulars	Directors Details						
	Name	Mr. Neeraj Kanwar (DIN 00058951)	Mr. Akshay Kumar Narendrasinhji Chudasama (DIN 00010630)	Dr. Devlina Chakravarty (DIN: 07107875)	Mr. Harish Bahadur (DIN- 00032919)	Dr. Sanjaya Baru (DIN 05344208)	Dr. S. Narayan (DIN 00094081),
Date of Birth and AGE	06.09.1971	30.09.1969	12.06.1967	09.04.1952	28.05.1954	26.06.1943	15.01.1943
Qualifications	An engineering graduate from Lehigh University in Pennsylvania, USA,	He is an Arts and Economics Graduate from the University of Mumbai and holds Bachelor of Laws from the London School of Economics, University of London.	She did fellowships/ perceptorship programmes from University of Berlin (Germany), UCLA (Los Angeles) and Brigham & Women (Boston) in Head and Neck & Body Imaging.	Commerce Graduate from Delhi University	Doctorate in Economics from Jawaharlal Nehru University, New Delhi	An IAS (Retd.) served the Government of India as Finance and Economic Affairs Secretary.	Chartered Accountant

Particulars	Directors Details						
<p>Experience (including expertise in specific functional area)/Brief Resume</p>	<p>He is the Vice Chairman and Managing Director of Apollo Tyres Ltd. and graduate from Lehigh University, PA, USA in Industrial Engg. He started his career with Apollo Tyres in 1995 and has worked in various disciplines covering Product &amp; Strategic Planning as Chief-Manufacturing and Strategic Planning &amp; Chief Operating Officer of Apollo Tyres Ltd. During his tenure, Apollo Tyres Ltd. has emerged as a market leader in the tyre industry. As a business leader he is associated with leading industry associations and was recently the Chairman of the Automotive Tyres Manufacturer's Association, India.</p>	<p>An Independent Director of PTL, aged about 45 years, is the partner of a leading legal firm, Shardul Amarchand Mangaldas. He has been practicing Law since 1994 and specializes in Mergers &amp; Acquisitions, Joint Ventures, Cross Border Investments, Private Equity, Real Estate, Hospitality, Franchising and Media &amp; Entertainment Law.</p>	<p>She started her career in 1993 as a radiologist trained from Mumbai University. She did fellowships/ perceptorship programmes from University of Berlin (Germany), UCLA (Los Angeles) and Brigham &amp; Women (Boston) in Head and Neck &amp; Body Imaging. She worked as senior faculty and Programme Director in Radiology in different reputed hospitals in Delhi before joining Artemis in 2007</p>	<p>He has more than 40 years of experience in the field of accounts, taxation, and commercial and financial Management.</p>	<p>He is doctorate in Economics from Jawaharlal Nehru University, New Delhi. He is director of Geo-economics and strategy at the International Institute of Strategic Studies (IISS), London and is a honorary Senior Fellow and member of Governing Board, Centre for Policy Research, New Delhi. In the past, Dr. Baru was the official spokesman and media advisor of the Prime minister of India and has also served as editor of the Business Standard, Chief Editor of the financial Express and as associate editor of the Economic Times and The Times of India.</p>	<p>He has 4 decade of experience in public service in the state and central governments, in development administration. He was economic advisor to Prime Minister of India in 2003-04 and was responsible for implementation of economic policies of over 30 ministries.</p>	<p>He is a Chartered Accountant by Profession and having over 40 years of experience in Accounts, Finance, Taxation &amp; Commercial matters.</p>

Particulars	Directors Details						
	Terms and Conditions of Re-appointment/ appointment	As per the resolution passed by the Board, Mr. Neeraj Kanwar was appointed as Additional Director designated as Non-Executive Director of the Company	As per the resolution passed by the Board, Mr. Akshay Chudasama was appointed as Additional Director designated as Non-Executive Independent Director of the Company	As per the resolution passed by the Board of Directors in their meeting held on 04.08.2017 on the recommendation of the Nomination and Remuneration Committee she was appointed as a Managing Director of the Company	As per the resolution passed by the Board, Mr. Harish Bahadur was appointed as Additional Director designated as Non-Executive Independent Director of the Company	As per the resolution passed by the Board, Dr. Sanjaya Baru was appointed as Additional Director designated as Non-Executive Independent Director of the Company	As per the resolution passed by the Board, Dr. S. Narayan was appointed as Additional Director designated as Non-Executive Independent Director of the Company
Re-muneration last drawn	Sitting Fee only	Sitting Fee only	Nil	Sitting Fee only	Sitting Fee only	Sitting Fee only	Sitting Fee only
Re-muneration proposed to be paid	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Date of first appointment on the Board	30.03.2017	30.03.2017	04.08.2017	30.03.2017	30.03.2017	30.03.2017	04.08.2017
Share-holding in the Company	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Relationship with other Directors/ Key Managerial Personnel	Son of Mr. Onkar S Kanwar	NA	NA	NA	NA	NA	NA
Number of meetings of the Board attended during the financial year	1 (One), Since he was appointed on 30.03.2017	1 (One), Since he was appointed on 30.03.2017	NA, Since appointed 04.08.2017	5 (Five),	1 (One), Since he was appointed on 30.03.2017	1 (One), Since he was appointed on 30.03.2017	NA, Since appointed 04.08.2017



Particulars	Directors Details						
Directorships of other Boards	Apollo Tyres Ltd.  PTL Enterprises Ltd.  Artemis Medicare Services Ltd.  Sunlife Trade Links Pvt Ltd.  Apollo Tyres (UK) Pvt Ltd.  Apollo Tyres (London) Pvt Ltd.  Apollo Vredestein B.V. (Supervisory Board)	Raymond Limited  Bata India Ltd  Ptl Enterprises Limited  Apollo Tyres Limited  Wyosha Real Estates Private Limited  Artemis Medicare Services Limited	Artemis Medicare Services Limited	PTL Enterprises Pvt Ltd  Artemis Global Life Sciences Ltd  Milers Global Pvt. Ltd.  Polar Energy & Infratech Pvt. Ltd.  Landmark Farms & Housing Private Limited  Athena Eduspark Ltd.  Leto Realtors Pvt Ltd.  Classic Retreading Pvt Ltd  Swaran-ganga Consultants Pvt Ltd  Classic Auto Tubes Ltd.	Artemis Medicare Services Limited  Wockhardt Limited	Apollo Tyres Limited  Seshasayee Paper and Boards Limited  Dabur India Limited  Godrej Properties Limited  IIFL Holdings Limited  Castlewood Trading Private Limited  IIFL Wealth Finance Limited  Andhra Pradesh Urban Infrastructure asset Management Limited  Yogya Systems Private Limited  Wandr Guide Private Limited  Shanti Narayan Foundation  Artemis Medicare Services Limited	Apollo International Limited  PTL Enterprises Limited  Apollo Fiege Integrated Logistics Private Limited
Membership/Chairmanship of Committees of other Boards	Detail given below in point A	Detail given below in point B	Detail given below in point C	Detail given below in point D	Detail given below in point E	Detail given below in point F	Detail given below in point G

**A.** Mr. Neeraj Kanwar also holds Membership/Chairmanship of Committees in the following other Companies:-

SI. No.	Name of the Company	Name of the Committee	Position
1.	PTL Enterprises Ltd.	Stakeholders Relationship Committee Nomination & Remuneration Committee Audit Committee	Member Member Member
2.	Artemis Medicare Services Ltd.	Audit Committee	Member
3.	Apollo Tyres Ltd	Stakeholders Relationship Committee Business Responsibility Committee	Member

**B.** Mr. Akshay Chudasama also holds Membership/Chairmanship of Committees in the following other Companies:-

SI. No.	Name of the Company	Name of the Committee	Position
1.	Apollo Tyres Ltd	Nomination & Remuneration Committee Audit Committee Business Responsibility Committee	Member Member Member
2.	Artemis Medicare Services Ltd.	Audit Committee Nomination & Remuneration Committee	Member Member
3.	Bata India Limited	Audit Committee Nomination and Remuneration Corporate Social Responsibility Committee	Member Member Chairman

**C.** Dr. Devlina Chakravarty also holds Membership/Chairmanship of Committees in the following other Companies:-

SI. No.	Name of the Company	Name of the Committee	Position
1.	Artemis Medicare Services Ltd.	Corporate Social Responsibility Committee	Member

**D.** Mr. Harish Bahadur also holds Membership/Chairmanship of Committees in the following other Companies:-

SI. No.	Name of the Company	Name of the Committee	Position
1.	Classic Auto Tubes Ltd	Audit Committee Nomination and Remuneration Committee Corporate Social Responsibility Committee	Member Member Member
2.	PTL Enterprises Ltd	Corporate Social Responsibility Committee Stakeholders Relationship Committee Risk Management Committee	Member Member Member

**E.** Dr. Sanjaya Baru also holds Membership/Chairmanship of Committees in the following other Companies:-

SI. No.	Name of the Company	Name of the Committee	Position
1.	Artemis Medicare Services Ltd	Audit Committee	Member
2.	Wockhardt Limited	Audit Committee	Member
3.	Wockhardt Limited	Nomination & Remuneration Committee	Member
4.	Wockhardt Limited	ESOS Compensation Committee	Chairman
5.	Wockhardt Limited	Stakeholders Relationship Committee	Member

**F.** Dr. S. Narayan also holds Membership/Chairmanship of Committees in the following other Companies:-

Sl. No.	Name of the Company	Name of the Committee	Position
1.	Apollo Tyres Ltd	Audit Committee Nomination & Remuneration Committee State Holder Relationship Committee Corporate Social Responsibility Committee	Chairman Chairman Chairman Member
2.	Dabur India Ltd	Audit Committee	Member
3.	Godrej Properties Ltd	Audit Committee	Member
4.	Seshasayee Paper Board Ltd	Audit Committee	Member
5.	Artemis Medicare Services Ltd	Audit Committee Nomination & Remuneration Committee Corporate Social Responsibility Committee	Chairman Chairman Member

**G.** Mr. US Anand also holds Membership/Chairmanship of Committees in the following other Companies:-

Sl. No.	Name of the Company	Name of the Committee	Position
1.	Apollo International Ltd	Audit Committee Nomination & Remuneration Committee	Member Member
2.	Apollo Fiege Integrated Logistics Pvt Ltd	Audit Committee Nomination & Remuneration Committee	Member Member
3.	PTL Enterprises Ltd.	Audit Committee Nomination & Remuneration Committee Corporate Social Responsibility Committee Stateholders Relationship Committee Risk Management Committee	Chairman Chairman Member Member Member

**18.** The route map of the venue for the Annual General Meeting is given on the last page and also available on the website of the Company.

For **Artemis Global Life Sciences Ltd**

Place: Gurugram  
Dated: 21-08-2017

Sd/-  
(Anuj Sood)  
**COMPANY SECRETARY**

## ANNEXURE TO THE NOTICE

The Explanatory Statement setting out the material facts and reasons pursuant to Section 102 of the Companies Act, 2013

### Item No. 4

The Board at their meeting held on March 30, 2017, had appointed Mr. Neeraj Kanwar as Additional Director pursuant to section 161 of the Companies Act, 2013 read with the applicable rules. Under Section 161(1) of the Companies, 2013 read with the applicable rules he holds the office only up to the date of the Annual General Meeting of the Company.

Your Directors recommend the ordinary resolution set out at Sl. No. 4 of the notice for appointment of Mr. Neeraj Kanwar, as Non Executive and Non Independent Director, for approval by the Members.

None of the Directors, Key Managerial Personnel or their relatives, except Mr. Neeraj Kanwar & Mr. Onkar S Kanwar, along with their relatives, are interested or concerned in the respective resolutions at sl. No. 4.

The terms and conditions of the appointment of the above Directors shall be open for inspection at the registered office of the company by any member during business hours on any working day.

### Item no 5

The Board of Directors of the Company ("the Board") at its meeting held on August 4, 2017 has, subject to approval of members, appointed Dr. Devlina Chakravarty as a Managing Director, for a period of 5 (five) years w.e.f. August 4, 2017, on terms and conditions without remuneration as recommended by the Nomination and Remuneration Committee of the Board and approved by the Board. It is proposed to seek members' approval for the appointment of as a Managing Director, in terms of the applicable provisions of the Act. Broad particulars of the terms of appointment of and remuneration payable to Dr. Devlina Chakravarty are as under\

#### A. Remuneration

Nil

#### B. Other Terms & Conditions

- (i) The Managing Director will perform her duties as such with regard to all work of the Company and will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board
- (ii) The Managing Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.
- (iii) The Managing Director shall adhere to the Company's Code of Conduct.
- (iv) The office of the Managing Director may be terminated by the Company or by him by giving the other 1 (One) month' prior notice in writing.

Dr. Devlina Chakravarty started her career in 1993 as a radiologist trained from Mumbai University. She did fellowships/ perceptorship programmes from University of Berlin (Germany), UCLA (Los Angeles) and Brigham & Women (Boston) in Head and Neck & Body Imaging. She worked as senior faculty and Programme Director in Radiology in different reputed hospitals in Delhi before joining Artemis Hospital run through Artemis Medicare Services Ltd (Subsidiary of the Company through Artemis health Sciences Ltd) in 2007. She strongly believes in ethical practices in healthcare and quality of service. She is a process and system driven person and believes strongly in "quality" and "efficiency" in healthcare. Good medical outcomes, patient safety, infection control are something close to her heart over and above creating great working environments for doctors and all other staff, through a transparent system of management. "Personalised tertiary care" with "service excellence" is her motto.

Dr, Devlina joined the Company as Consultant-Radiology & Imaging Services in the year 2007. Her performance was found par excellence and was duly acknowledged by the Management as she got promoted to Chief Operating Officer in the year 2011 and Chief Executive Officer in the year 2014 in the Artemis Hospital, Currently, Dr. Devlina is serving as a Whole Time Director of the Artemis Medicare Services Ltd (Subsidiary of the Company through Artemis health Sciences Ltd) w.e.f 2nd April, 2015.

Her professional memberships include:

- The Indian Radiological And Imaging Association
- Radiological Society of North America
- Indian Neurology Association
- Indian Menopause Society
- Geriatric Society of India
- Society for Multiple Sclerosis, Delhi Chapter

Under Section 161(1) of the Companies, 2013 read with the applicable rules he holds the office only up to the date of the Annual General Meeting of the Company.

She is not disqualified from being appointed as Director in terms of Section 164 of the Act. Details of Dr, Devlina are provided in "Notes" to the Notice pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

The above may be treated as a written memorandum setting out the terms of appointment of Dr, Devlina under Section 190 of the Act

Your Directors recommend the ordinary resolution set out at Sl. No. 5 of the notice for appointment of Dr, Devlina, as Managing Director, for approval by the Members.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the aforementioned resolution.

The terms and conditions of the appointment of the above Directors shall be open for inspection at the registered office of the company by any member during business hours on any working day.

#### **Item 6,7,8 & 9**

Pursuant to section 149 read with schedule IV of the Act, appointment of Independent Directors shall be approved at the meeting of shareholders and independent directors shall hold office for a term upto five consecutive years from the date of their appointment.

Your Directors, on the recommendation of the Nomination & Remuneration Committee, considered expedient to appoint Mr. Akshaykumar Narendrasinhji Chudasama, Mr. S. Narayan, Mr. Sanjaya Baru and US Anand as Independent directors on the Board of the company. All have furnished to the Board of Directors their DIN, Consents to act as Directors and Declarations that they are not disqualified to become Directors and also meet the criteria for being appointed as Independent Directors under the Act.

In the opinion of the Board, they fulfill conditions specified in the Act for appointment as Independent Director.

Brief profile and other particulars of the Independent Directors have been given here in above.

Your Directors commend the ordinary resolutions at Sl. No. 6, 7, 8 & 9 for approval by the Members.

None of the Directors, Key Managerial Personnel or their relatives, except Mr. Akshaykumar Narendrasinhji Chudasama, Mr. S.Narayan and Mr. Sanjaya Baru themselves along with their relatives, are interested or concerned in the respective resolutions at sl. No. 6,7, 8, & 9.

The terms and conditions of the appointment of the above Directors shall be open for inspection at the registered office of the company by any member during business hours on any working day.

**For Artemis Global Life Sciences Ltd**

Place : Gurugram  
Dated : 21-08-2017

Sd/-  
**(Anuj Sood)**  
**COMPANY SECRETARY**

# WAY TO THE TIVOLI GARDEN RESORT





