**c) Property, Plant and Equipment**

For transition to Ind AS, The Company has elected to continue with the carrying value of its PPE recognized as of April 1, 2016 (transition date) measured as per the previous GAAP and use that carrying value as its deemed cost as of the transition date.

Property, Plant and Equipment are stated at cost (or revalued amounts, as the case may be), less accumulated depreciation and impairment loss, if any. Cost comprises the purchase price and any attributable cost of bringing the property, plant and equipment to its working condition for its intended use. Borrowing costs relating to acquisition of property, plant and equipment which takes substantial period of time to get ready for its intended use are also included to the extent they relate to the period till such property, plant and equipment are ready to be put to use.

The cost of an item of property, plant and equipment is the case price equivalent at the recognition date. If payment is deferred beyond normal credit terms, the difference between the cash price equivalent and the total payment is recognised as interest over the period of credit, unless such interest is capitalised as per borrowing cost.

The Company identifies and determines separate useful life of each major component of the property, plant and equipment, if they have useful life that is materially different from that of the remaining asset, as per Schedule II of Companies Act, 2013.

**d) Depreciation on Property, Plant and Equipment**

Depreciation on all of the property, plant and equipment is provided using the straight line method at the rates prescribed by Schedule II of the Companies Act, 2013 and / or useful life estimated by management supported by technical valuer's independent assessment. The management believes that depreciation rates currently used fairly reflect its estimates of the useful lives and residual values of property, plant and equipment.

**Depreciation on property, plant and equipment costing less than Rs. 5,000/-**

The company is depreciating property, plant and equipment costing less than Rs. 5,000/- over their useful life same as prescribed by Schedule II to the Companies Act, 2013.

| Assets | Useful Life of property, plant and equipment as per Schedule II | Useful Life of property, plant and equipment as per Management supported by |
|---|---|---|
| **Buildings :** | | |
| - with RCC | 60 Years | |
| - Temporary Structure (Porta Cabin) | | 30 Years |
| - Tubewell / Borewell | 5 Years | |
| | | |
| **Plant & Machinery :** | | |
| - Electric Medical Equipments | 13 Years | |
| - Other Medical Equipments | 15 Years | |
| - Other Plant & Machinery | 15 Years | |
| | | |
| **Office Equipments** | 5 Years | |
| | | |
| **Computers & Data Processing Units** | | |
| - Desktop & Laptops | 3 Years | |
| - Servers & Network | 6 Years | |
| | | |
| **Vehicles** | 8 Years | |
| | | |
| **Furnitures & Fittings** | 10 Years | |
| | | |
| **Electrical Installations & Equipments** | 10 Years | |

Leasehold Improvement have been depreciated as per the useful life ascertained or over the primary period of lease, whichever is shorter.

**e) Intangible Assets**

For transition to Ind AS, The Company has elected to continue with the carrying value of all of its intangible assets recognised as of April 1, 2016 (transition date) measured as per the previous GAAP and use that carrying value as its deemed cost as of the transition date.

Intangible assets acquired separately are measured on initial recognition at cost less accumulated amortisation and accumulated impairment losses, if any.

Cost is the amount of cash or cash equivalents paid or the fair value of other consideration given to acquire an asset at the time of its acquisition or construction, or, when applicable, the amount attributed to that asset when initially recognised in accordance with the specific requirements of other Indian Accounting Standards.

Software
Cost of software is amortized over a period of 3-6 years, being the estimated useful life as per the management estimates.

The cost of intangible assets are amortized on a straight line basis over their estimated useful life of six years.

Artemis Medicare Services Ltd.

SCV & Co. LLP New Delhi Chartered Accountants

**f) Borrowing Cost**

Borrowing costs directly attributable to the acquisition, construction or production of an property, plant and equipment that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective property, plant and equipment. All other borrowing costs are expensed in the period they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

**g) Impairment**

At the end of each reporting period, the company reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication based on internal/ external factors that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the company estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indication that the asset may be impaired.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in the statement of profit and loss.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in the statement of profit and loss.

**h) Leases**

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases

Where the Company is the lessee

Leases where the lessor effectively retains substantially all the risks and benefits of ownership of the leased items are classified as operating leases. Operating lease payments are recognised as an expense in the statement of profit and loss on a straight-line basis over the lease term. Where the rentals are structured solely to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases, such increases are recognised in the year in which such benefits accrue. Contingent rentals arising under operating leases are recognised as an expense in the period in which they are incurred.

Leases where the lessor effectively transfers substantially all the risks and benefits of ownership of the asset are classified as finance leases and are capitalized at the inception of the lease term at the lower of the fair value of the leased property and present value of minimum lease payments. Lease payments are apportioned between the finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognized as finance costs in the statement of profit and loss. Lease management fees, legal charges and other initial direct costs of lease are capitalized.

Where the Company is the lessor

Leases in which the Company does not transfer substantially all the risks and benefits of ownership of the asset are classified as operating leases. Assets subject to operating leases are included in PPE. Rental income on operating lease is recognized in the statement of profit and loss on a straight-line basis over the lease term. Where the rentals are structured solely to increase in line with expected general inflation to compensate for the company's expected inflationary cost increases, such increases are recognised in the year in which such benefits accrue.

Costs, including depreciation, are recognized as an expense in the statement of profit and loss. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased assets and recognised on a straight line basis over the lease term.

**i) Inventories**

Inventories of Pharmacy Drugs & Other Items, Medical Consumables and the Stores and Spares are valued at lower of cost and net realizable value. Cost is determined on weighted average basis.

Traded goods are valued at lower of cost and net realisable value. Costs includes cost of purchase and other costs incurred to bring inventories to their present locations and conditions. Cost is determined on weighted average basis.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs necessary to make the sale.

**j) Revenue recognition**

Revenue is measured at the fair value of the consideration received or receivable. Revenue is reduced for returns, trade allowances for deduction, rebates, value added taxes and amounts collected on behalf of third parties.

Artemis Medicare Services Ltd.

SCV & Co. LLP New Delhi Chartered Accountants

*Sale of Pharmacy Drugs and Medical Supplies including Traded Goods*

Revenue is recognized as and when Pharmacy Drugs, Medical Supplies and Traded goods are sold. Sale is net of sales returns, discounts, sales tax and goods & services tax.

*Income from Operations*

Income from operations is recognized as and when the services are rendered. The income is stated net of discount and price differences, as per terms of contract.

*Interest*

Interest income is recognised on a time proportion basis taking into account the amount outstanding and the applicable interest rate.

*Income from Nursing Hostel*

Revenue is recognized as per contractual arrangement with nursing staff using the hostel facilities.

*Income from Lease Rentals & Outsourced Facilities*

Revenue is recognized in accordance with the terms of lease agreements entered into with the respective lessees.

*Income from Service Export from India Scheme (SEIS)*

Income from 'Service Export from India Scheme' is recognized on accrual basis as and when eligible services are performed and convertible foreign exchange is received on a net basis.

*Income from Clinical Research*
Income from clinical research is recognised as and when the services are rendered in accordance with the terms of the respective agreements.

*Income from Sponsorships*
Sponsorship income is recognized when the underlying obligations are completed as per contractual terms.

**k) Foreign currency transactions**

In preparing the financial statements, transaction in currencies other than the Company's functional currency (foreign currencies) are recognized at the rates of exchange prevailing at the dates of the transactions.

**At the end of each reporting period**
i) Monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date,

ii) Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined.

iii) Non-monetary items that are measured in terms of historical cost in foreign currency are not retranslated.

Exchange differences on monetary items are recognized in the statement of profit and loss in the period in which they arise except exchange differences on foreign currency borrowings relating to assets under construction for future productive use, which are included in the cost of those assets when they are regarded as adjustment to interest costs on those foreign currecy borrowings.

**l) Employees Benefits**

**Short term employee benefits**
Employee benefits payable wholly within twelve months of receiving services are classified as short-term employee benefits. These benefits include salary and wages, bonus and exgratia. The undiscounted amount of short-term employee benefits to be paid in exchange for employee services is recognized as an expense as the related service is rendered by the employees.

**Post employment beneifts**
Defined contribution plans
A defined contribution plan is post-employment benefit plan under which an entity pays specified contributions to separate entity and has no obligation to pay any further amounts. The Company makes specified obligations towards employee provident fund and employee state insurance to Government administered provident fund scheme and ESI scheme which is a defined contribution plan. The Company's contributions are recognized as an expense in the statement of profit and loss during the period in which the employee renders the related service.

Defined benefit plans
The Company's gratuity benefit scheme is a defined benefit plan. The Company's net obligation in respect of a defined benefit plan is calculated by estimating the amount of future benefit that employees have earned and returned for services in the current and prior periods; that benefit is discounted to determine its present value. The calculation of Company's obligation under the plan is performed periodically by a qualified actuary using the projected unit credit method.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service or the gain or loss on curtailment is recognised immediately in the statement of profit and loss.

Artemis Medicare Services Ltd.

SGV & Co. LLP New Delhi Chartered Accountants

Compensated absences

The employees can carry-forward a portion of the unutilized accrued compensated absences and utilize it in future service periods or receive cash compensation on termination of employment. Since the employee has unconditional right to avail the leave, the benefit is classified as a short term employee benefit. The Company records an obligation for such compensated absences in the period in which the employee renders the services that increase this entitlement. The obligation is measured on the basis of independent actuarial valuation using the projected unit credit method.

**m) Income taxes**

**Income tax expense represents the sum of the tax currently payable and deferred tax.**

i) *Current Tax*

The tax currently payable is based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The current tax is calculated using tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period.

Current income-tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961 enacted in India and tax laws prevailing in the respective tax jurisdictions where the Group operates.

ii) Deferred tax

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in computation of taxable profit.

Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized.

Deferred tax is measured based on tax rates and tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities. Deferred tax assets are recognized only to the extent, that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. In situations where the company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profits.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that is no longer probable that sufficient taxable profits will be available to allow all part of assets to be recovered.

Deferred tax is measured based on tax rates and tax laws enacted or substantively enacted by the end of the reporting period. Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities.

ii) Current and deferred tax for the year

Current and deferred tax are recognized in the statement of profit and loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity respectively.

**n) Expenditure on new projects**

Expenditure directly relating to construction activity is capitalized. Indirect expenditure incurred during construction period is capitalized as part of the indirect construction cost to the extent to which the expenditure is indirectly related to construction or is incidental thereto. Other indirect expenditure (including borrowing costs) incurred during the construction period which is not related to the construction activity nor is incidental thereto is charged to the Statement of Profit & Loss.

**o) Earnings Per share**

Basic earnings per share is being calculated by dividing net profit or loss for the year (including prior period items, if any) attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

**p) Operating Cycle**

Based on the nature of products / activities of the Company and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

**q) Financial Instrument**

Financial assets and financial liabilities are recognised when a Company becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

Artemis Medicare Services Ltd.

SCV & Co. LLP New Delhi Chartered Accountants

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets

Classification of financial assets

Financial Assets that meet the following conditions are subsequently measured at amortised cost (except for financial assets that are designated as at fair value through profit or loss on initial recognition):

i) the assets is held within a business model whose objective is to hold assets in order to collect contractual cash flows ; and

ii) the contractual terms of the instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial Assets that meet the following conditions are subsequently measured at fair value through other comprehensive income (except for financial assets that are designated as at fair value through profit or loss on initial recognition):

i) the assets is held within a business model whose objective is achieved both by collecting contractual cash flows and selling financial assets; and

ii) the contractual terms of the instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Interest income is recognised in profit or loss for FVTOCI financial assets. For the purposes of recognising foreign exchange gains and losses, FVTOCI financial assets are treated as financial assets measured at amortised cost.Thus, the exchange differences on the amortised cost are recognised in profit or loss and other changes in the fair value of FVTOCI financial assets are recognised in other comprehensive income and accumulated under the heading of 'Reserve for financial assets through other comprehensive income'. When the investment is disposed of, the cumulative gain or loss previously accumulated in this reserve is reclassified to profit or loss.

All other financial assets are subsequently measured at fair value.

Effective interest method

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Income is recognised on an effective interest basis for debt instruments other than those financial assets classified as at FVTPL. Interest income is recognised in profit or loss and is included in the "Other income" line item.

Financial assets at fair value through profit or loss (FVTPL)

A financial asset that meets the amortised cost criteria or debt instruments that meet the FVTOCI criteria may be designated as at FVTPL upon initial recognition if such designation eliminates or significantly reduces a measurement or recognition inconsistency that would arise from measuring assets or liabilities or recognising the gains and losses on them on different bases. The Company has not designated any debt instrument as at FVTPL.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any gains or losses arising on remeasurement recognised in profit or loss. The net gain or loss recognised in profit or loss incorporates any dividend or interest earned on the financial asset and is included in the 'Other income' line item. Dividend on financial assets at FVTPL is recognised when the Company's right to receive the dividends is established, it is probable that the economic benefits associated with the dividend will flow to the entity, the dividend does not represent a recovery of part of cost of the investment and the amount of dividend can be measured reliably.

Impairment of financial assets

The Company applies the expected credit loss model for recognising impairment loss on financial assets measured at amortised cost, debt instruments at FVTOCI, lease receivables, trade receivables, and other contractual rights to receive cash or other financial asset, and financial guarantees not designated as at FVTPL.

Expected credit losses are the weighted average of credit losses with the respective risks of default occurring as the weights. Credit loss is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the Company expects to receive (i.e. all cash shortfalls), discounted at the original effective interest rate (or credit-adjusted effective interest rate for purchased or originated creditimpaired financial assets). The Company estimates cash flows by considering all contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) through the expected life of that financial instrument.

The Company measures the loss allowance for a financial instrument at an amount equal to the lifetime expected credit losses if the credit risk on that financial instrument has increased significantly since initial recognition. If the credit risk on a financial instrument has not increased significantly since initial recognition, the Company measures the loss allowance for that financial instrument at an amount equal to 12-month expected credit losses. 12-month expected credit losses are portion of the life-time expected credit losses and represent the lifetime cash shortfalls that will result if default occurs within the 12 months after the reporting date and thus, are not cash shortfalls that are predicted over the next 12 months.

If the Company measured loss allowance for a financial instrument at lifetime expected credit loss model in the previous period, but determines at the end of a reporting period that the credit risk has not increased significantly since initial recognition due to improvement in credit quality as compared to the previous period, the Company again measures the loss allowance based on 12-month expected credit losses.

Artemis Medicare Services Ltd.

SCV & Co. LLP Chartered Accountants New Delhi

When making the assessment of whether there has been a significant increase in credit risk since initial recognition, the Company uses the change in the risk of a default occurring over the expected life of the financial instrument instead of the change in the amount of expected credit losses. To make that assessment, the Company compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition and considers reasonable and supportable information, that is available without undue cost or effort, that is indicative of significant increases in credit risk since initial recognition.

For trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 11 and Ind AS 18, the Company always measures the loss allowance at an amount equal to lifetime expected credit losses.

Further, for the purpose of measuring lifetime expected credit loss allowance for trade receivables, the Company has used a practical expedient as permitted under Ind AS 109. This expected credit loss allowance is computed based on a provision matrix which takes into account historical credit loss experience and adjusted for forward looking information.

The impairment requirements for the recognition and measurement of a loss allowance are equally applied to debt instruments at FVTOCI except that the loss allowance is recognised in other comprehensive income and is not reduced from the carrying amount in the balance sheet.

Derecognition of financial assets

The Company derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss if such gain or loss would have otherwise been recognised in profit or loss on disposal of that financial asset.

On derecognition of a financial asset other than in its entirety (e.g. when the Company retains an option to repurchase part of a transferred asset), the Company allocates the previous carrying amount of the financial asset between the part it continues to recognise under continuing involvement, and the part it no longer recognises on the basis of the relative fair values of those parts on the date of the transfer. The difference between the carrying amount allocated to the part that is no longer recognised and the sum of the consideration received for the part no longer recognised and any cumulative gain or loss allocated to it that had been recognised in other comprehensive income is recognised in profit or loss if such gain or loss would have otherwise been recognised in profit or loss on disposal of that financial asset. A cumulative gain or loss that had been recognised in other comprehensive income is allocated between the part that continues to be recognised and the part that is no longer recognised on the basis of the relative fair values of those parts.

Foreign exchange gains and losses

The fair value of financial assets denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of each reporting period. For foreign currency denominated financial assets measured at amortised cost and FVTPL, the exchange differences are recognised in statement of profit & loss since there are no designated hedging instruments in a hedging relationship.

Financial liabilities

All financial liabilities are subsequently measured at amortised cost using the effective interest method or at FVTPL.

However, financial liabilities that arise when a transfer of a financial asset does not qualify for derecognition or then the continuing involvement approach applies, financial guarantee contracts issued by the Company, and commitments issued by the Company to provide a loan at below-market interest rate are measured in accordance with the specific accounting policies set out below.

Financial liabilities at FVTPL

Financial liabilities are classified as at FVTPL when the financial liability is either contingent consideration recognised by the Company as an acquirer in a business combination to which Ind AS 103 applies or is held for trading or it is designated as at FVTPL.

A financial liability is classified as held for trading if:

i) it has been incurred principally for the purpose of repurchasing it in the near term; or

ii) on initial recognition it is part of a portfolio of identified financial instruments that the company manages together and has a recent actual pattern of short-term profit-taking; or

iii) it is a derivative that is not designated and effective as a hedging instrument.

Financial liabilities at FVTPL are stated at fair value, with any gains or losses arising on remeasurement recognised in profit or loss. The net gain or loss recognised in profit or loss incorporates any interest paid on the financial liability and is included in the 'Other income' line item.

However, for non-held-for-trading financial liabilities that are designated as at FVTPL, the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is recognised in other comprehensive income, unless the recognition of the effects of changes in the liability's credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss, in which case these effects of changes in credit risk are recognised in profit or loss. The remaining amount of change in the fair value of liability is always recognised in profit or loss. Changes in fair value attributable to a financial liability's credit risk that are recognised in other comprehensive income are reflected immediately in retained earnings and are not subsequently reclassified to profit or loss.

Artemis Medicare Services Ltd.

SCV & Co. LLP Chartered Accountants New Delhi

Gains or losses on financial guarantee contracts and loan commitments issued by the Company that are designated by the Company as at fair value through profit or loss are recognised in profit or loss.

Financial liabilities subsequently measured at amortised cost

Financial liabilities that are not held-for-trading and are not designated as at FVTPL are measured at amortised cost at the end of subsequent accounting periods. The carrying amounts of financial liabilities that are subsequently measured at amortised cost are determined based on the effective interest method. Interest expense that is not capitalised as part of costs of an asset is included in the 'Finance costs' line item.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

Financial guarantee contracts

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payments when due in accordance with the terms of a debt instrument.

Financial guarantee contracts issued by a group entity are initially measured at their fair values and, if not designated as at FVTPL, are subsequently measured at the higher of:

i) the amount of loss allowance determined in accordance with impairment requirements of Ind AS 109; and

ii) the amount initially recognised less, when appropriate, the cumulative amount of income recognised in accordance with the principles of Ind AS18.

Commitments to provide a loan at a below-market interest rate

Commitments to provide a loan at a below-market interest rate are initially measured at their fair values and, if not designated as at FVTPL, are subsequently measured at the higher of:

i) the amount of loss allowance determined in accordance with impairment requirements of Ind AS 109; and

ii) the amount initially recognised less, when appropriate, the cumulative amount of income recognised in accordance with the principles of Ind AS18.

Foreign exchange gains and losses

For financial liabilities that are denominated in a foreign currency and are measured at amortised cost at the end of each reporting period, the foreign exchange gains and losses are determined based on the amortised cost of the instruments and are recognised in 'Other income'.

The fair value of financial liabilities denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of the reporting period. For financial liabilities that are measured as at FVTPL, the foreign exchange component forms part of the fair value gains or losses and is recognised in profit or loss.

Derecognition of financial liabilities

The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired. An exchange between with a lender of debt instruments with substantially different terms is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. Similarly, a substantial modification of the terms of an existing financial liability (whether or not attributable to the financial difficulty of the debtor) is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in statement of profit & loss.

**r) Provisions & Contingencies**

Provisions are recognised when the company has a present obligation (legal or constructive) as a result of a past event, it is probable that the company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material). When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

**s) Contingent Liabilities**

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by occurrence or non-occurrence of one or more of uncertain future events beyond the control of company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the an obligation. A contingent liability also arises in the extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably its existence in the financial statements. Company does not recognize the contingent liability but disclosed its existence in financial statements.

**t) Government Grants**

Government grants are not recognised until there is reasonable assurance that the Company will comply with the conditions attaching to them and such grants can reasonably have a value placed upon them.
Government grants are recognised in statement of profit & loss on a systematic basis over the periods in which the Company recognises as expenses the related costs for which the grants are intended to compensate.

Artemis Me... Ltd. ★ SCV & Co. LLP ★ New Delhi ★ Chartered Accountants

**u) Cash and Cash Equivalents**

Cash and cash equivalents for the purposes of cash flow statement are comprise of cash at bank and cash in hand and short-term investments with an original maturity of three months or less. Bank overdrafts are shown within borrowings in current liabilities in the balance sheet and forms part of financing activities in the cash flow statement. Book overdraft are shown within other financial liabilities in the balance sheet and forms part of operating activities in the cash flow statement.

**v) First time adoption - mandatory exceptions, optional exemptions**

**Overall principle**

The Company has prepared the opening standalone balance sheet as per Ind AS as of April 1, 2016 (the transition date) by recognising all assets and liabilities whose recognition is required by Ind AS, not recognising items of assets or liabilities which are not permitted by Ind AS, by reclassifying items from previous GAAP to Ind AS as required under Ind AS, and applying Ind AS in measurement of recognised assets and liabilities. However, this principle is subject to the certain optional exemptions availed by the Company as detailed below.

a) **Optional Exemptions:-**

**Deemed cost for property, plant and equipment, investment property, and intangible assets**

The Company has elected to continue with the carrying value of all of its plant and equipment, investment property, and intangible assets recognised as of April 1, 2016 (transition date) measured as per the previous GAAP and use that carrying value as its deemed cost as of the transition date.

**Critical Accounting Estimates**

**Expected Credit Loss**

The impairment provisions for trade receivables is based on assumptions about risk of default and expected loss rates. The Company uses judgements in making certain assumptions and selecting inputs to determine impairment of these trade receivables, based on the Company's historical experience towards potential billing adjustments, delays and defaults at the end of each reporting period.

**26 Segmental Reporting**

*Operating segments*

Ind AS 108 "Operating Segment" ("Ind AS 108") establishes standards for the way that public business enterprises report information about operating segments and related disclosures about products and services, geographic areas, and major customers. Based on the "management approach" as defined in Ind AS 108, Operating segments are to be reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker (CODM).The CODM evaluates the Company's performance and allocates resources on overall basis. The Company's sole operating segment is therefore 'Medical and Healthcare Services'. Accordingly, there are no additional disclosure to be provided under Ind AS 108, other than those already provided in the financial statements.

*Geographical information*

Geographical information analyses the company's revenue and non current assets by the Company's country of domicile (i.e. India) and other countries. In presenting the geographical information, segment revenue has been based on the geographical location of the customers and segment assets which have been based on the geographical location of the assets.

| | India | | Outside India | | Total | |
|---|---|---|---|---|---|---|
| | Current Year (Rs. in lacs) | Previous Year (Rs. in lacs) | Current Year (Rs. in lacs) | Previous Year (Rs. in lacs) | Current Year (Rs. in lacs) | Previous Year (Rs. in lacs) |
| Revenue by geographical markets | 32,366.33 | 31,152.70 | 17,910.80 | 14,746.85 | 50,277.13 | 45,899.55 |
| Non current assets | 36,452.90 | 33,402.54 | - | - | 36,452.90 | 33,402.54 |

**27 Capital and Other Commitments**

(Rs. in Lacs)

| | | As at 31st March, 2018 | As at 31st March, 2017 |
|---|---|---|---|
| a) | **Capital Commitments** | | |
| | Estimated amount of contracts remaining to be executed on capital account not provided for (Net of Advances) | 4,895.57 | 7,424.15 |

b) **Other Commitments**

i) Expenditure on Corporate Social Responsibility (CSR)

a ) Gross amount required to be spent by the Company during the year ended 31st March, 2018 — Rs. 54.25 Lacs

b ) Amount spent during the year ended 31st March, 2018 :

| Particulars | Paid ( A ) | Yet to be paid ( B ) | Total ( A + B ) |
|---|---|---|---|
| ( i ) Construction / acquisition of any property, plant and equipment | - | - | - |
| ( ii) On purposes other than ( i ) above | 36.41 | - | 36.41 |

c ) Details of related party transactions :

i) Contribution during the year ended 31st March, 2018 — Rs. 8.42

ii) Payable as at 31st March, 2018 — Rs. Nil

ii) For commitments relating to lease arrangement, please refer Note 29.

iii) The Company does not have any long term commitments or material non-cancellable contractual commitments/contracts, including derivative contracts for which there were any material foreseeable losses.

SCV & Co. LLP New Delhi Chartered Accountants

Artemis Medicare Services Ltd.

**28 Related party disclosure**

**a ) Name of related parties**

**Parties where control exists irrespective of whether transactions have occurred or not**

| | |
|---|---|
| Ultimate Parent Company | Artemis Global Life Sciences Limited |
| Holding Company | Artemis Health Sciences Limited |

**Names of other related parties with whom transactions have taken place during the year**

| | |
|---|---|
| Key Management Personnel | Mr. Onkar S. Kanwar (Chairman & Director)<br>Dr. Devlina Chakravarty (Executive Director)<br>Mr. Sanjiv Kumar Kothari (Chief Financial Officer)<br>Mr. Navneet Goel (Head - Legal & Company Secretary) |
| Relatives of Key Managerial Personnel | Mr. Neeraj Kanwar (Non-Executive Director)<br>Mrs. Shalini Kanwar Chand (Non-Executive Director)<br>Mrs. Taru Kanwar<br>Mrs. Devarchana Rana |
| Non-Executive Directors | Dr. Nirmal Kumar Ganguly (Non-Executive Director)<br>Dr. S Narayan (Independent Director)<br>Dr. Sanjaya Baru (Independent Director)<br>Mr. Akshay Kumar Chudasama (Independent Director) |
| Enterprises owned or significantly influenced by key management personnel or their relatives | Apollo Tyres Ltd.<br>Apollo International Ltd.<br>Artemis Health Sciences Foundation<br>Artemis Education & Research Foundation<br>Swaranganga Consultants Pvt. Ltd<br>Bespoke Tours & Travels Ltd.<br>Z & A Medical Tourism Pte Ltd. |

***b ) Transactions during the year***

(Rs. in Lacs)

| Particulars | Ultimate Parent Company | | Holding Company | | Key Management Personnel and their relatives | | Enterprises owned or significantly influenced by key management personnel or their relatives | |
|---|---|---|---|---|---|---|---|---|
| | 31st March, 2018 | 31st March, 2017 | 31st March, 2018 | 31st March, 2017 | 31st March, 2018 | 31st March, 2017 | 31st March, 2018 | 31st March, 2017 |
| Reimbursement of Exp incurred on behalf of the Company * | | | | | | | | |
| Artemis Health Sciences Ltd. | - | - | 0.07 | 1.35 | - | - | - | - |
| Artemis Health Sciences Foundation | - | - | - | - | - | - | - | 0.32 |
| Artemis Education & Research Foundation | - | - | - | - | - | - | 43.34 | 50.80 |
| CSR Expenses | | | | | | | | |
| Artemis Health Sciences Foundation | - | - | - | - | - | - | 8.42 | - |
| Corporate Guarantee Fee | | | | | | | | |
| Artemis Health Sciences Ltd. | - | - | 4.87 | - | - | - | - | - |
| Loans & Advances Given | | | | | | | | |
| Devlina Chakravarty | - | - | - | - | - | 25.00 | - | - |
| Sanjiv Kumar Kothari | - | - | - | - | - | 25.00 | - | - |
| Recovery of Loans & Advances | | | | | | | | |
| Devlina Chakravarty | - | - | - | - | 12.00 | 10.00 | - | - |
| Sanjiv Kumar Kothari | - | - | - | - | 6.00 | 7.00 | - | - |
| Lease Expenses * | | | | | | | | |
| Artemis Global Life Sciences Ltd | 44.98 | 42.84 | - | - | - | - | - | - |
| Swaranganga Consultants P Ltd | - | - | - | - | - | - | 262.19 | 364.75 |
| Dr. Devlina Chakravarty | - | - | - | - | - | 48.00 | - | - |
| Candidature Fees Taken | | | | | | | | |
| Artemis Health Sciences Ltd. | - | - | - | 1.00 | - | - | - | - |
| Sale of Services / License | | | | | | | | |
| Total Transactions | - | - | - | - | 78.58 | 21.34 | 441.48 | 155.01 |
| Transactions in excess of 10% | | | | | | | | |
| *Apollo Tyres Ltd.* | - | - | - | - | - | - | 437.18 | 142.38 |
| Purchase of services * | | | | | | | | |
| Apollo Tyres Ltd. | - | - | - | - | - | - | 7.08 | 6.90 |
| Devarchana Rana | - | - | - | - | 6.00 | 2.56 | - | - |
| Bespoke Tours & Travels Ltd. | - | - | - | - | - | - | - | 16.07 |
| Z & A Medical Tourism Pte Ltd. | - | - | - | - | - | - | 85.38 | 33.02 |
| Candidature Fees Repaid | | | | | | | | |
| Artemis Health Sciences Ltd. | - | - | - | 1.00 | - | - | - | - |
| Donation Paid | | | | | | | | |
| Artemis Education & Research Foundation | - | - | - | - | - | - | 40.00 | 51.00 |

Artemis Medicare Services Ltd. ★

SCV & Co. LLP ★ New Delhi ★ Chartered Accountants

| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Directors' Sitting Fees paid | | | | | | | | |
| Onkar S. Kanwar | - | - | - | - | 1.20 | 0.60 | - | - |
| Neeraj Kanwar | - | - | - | - | 1.60 | 0.90 | - | - |
| Shalini Kanwar Chand | - | - | - | - | 2.60 | 1.00 | - | - |
| P.N. Wahal | - | - | - | - | - | 1.10 | - | - |
| S. Narayan | - | - | - | - | 1.80 | 1.20 | - | - |
| Sanjaya Baru | - | - | - | - | 0.60 | 1.70 | - | - |
| Naveen Kapur | - | - | - | - | - | 0.40 | - | - |
| Dr. Nirmal K. Ganguly | - | - | - | - | 1.20 | 0.70 | - | - |
| Akshay Kumar | - | - | - | - | 2.20 | - | - | - |
| S. Asoka Iyer | - | - | - | - | - | 0.40 | - | - |
| Key management personnel-Compensation | | | | | | | | |
| Devlina Chakravarty | - | - | - | - | 403.59 | 258.99 | - | - |
| Sanjiv Kumar Kothari | - | - | - | - | 55.89 | 51.69 | - | - |
| Navneet Goel | - | - | - | - | 35.73 | 28.77 | - | - |
| Defined benefit obligation | | | | | | | | |
| Post-employment benefits | - | - | - | - | 47.48 | 38.95 | - | - |
| Short-term benefits | - | - | - | - | 20.60 | 29.03 | - | - |
| **Total compensation** | - | - | - | - | 68.08 | 67.98 | - | - |
| Dr. Devlina Chakravarty | - | - | - | - | 51.49 | 55.03 | - | - |
| Mr. Sanjiv Kumar Kothari | - | - | - | - | 7.11 | 5.78 | - | - |
| Mr. Navneet Goel | - | - | - | - | 9.48 | 6.88 | - | - |
| **Total compensation** | - | - | - | - | 68.08 | 67.69 | - | - |
| Corporate Guarantee taken | | | | | | | | |
| Artemis Health Sciences Ltd. | - | - | - | 5,000.00 | - | - | - | - |

* Transactions are reported including taxes.

| Balance Payable | Name of Entity | 31st March, 2018 | 31st March, 2017 | 1st April, 2016 |
|---|---|---|---|---|
| Ultimate Parent Company | Artemis Global Life Sciences Limited | 11.22 | - | - |
| Holding Company | Artemis Health Sciences Limited | 4.31 | - | - |
| Enterprises owned or significantly influenced by key management personnel or their relatives | Apollo Tyres Ltd. | 6.48 | 0.03 | - |
| | Apollo International Ltd. | 0.45 | - | 4.48 |

| Balance Recoverable | Name of Entity | 31st March, 2018 | 31st March, 2017 | 1st April, 2016 |
|---|---|---|---|---|
| Key Management Personnel and their relatives | Relatives of Director & KMP | 17.38 | 7.26 | - |
| | Devlina Chakravarty | 72.90 | 90.05 | 75.00 |
| | Sanjiv Kumar Kothari | 36.87 | 42.10 | 25.00 |
| Enterprises owned or significantly influenced by key management personnel or their relatives | Apollo Tyres Ltd. | 1.85 | - | 0.11 |
| | Apollo International Ltd. | - | 0.65 | - |
| | Artemis Education & Research Foundation | 42.36 | 50.80 | 49.77 |
| | Swaranganga Consultants P Ltd | 84.00 | 84.00 | 84.00 |

*c)* During the year the whole-time director designated as Executive Director, functioning in professional capacity, was also appointed as managing director of ultimate holding company, Artemis Global Life Sciences Ltd (AGLS), at nil remuneration. By virtue of this appointment, as per Ministry of Corporate Affairs notification, the whole-time director of the company is considered to be interested in AGLSL. After obtaining the approval of the shareholders, the company has moved an application to central government pursuant in terms of provisions of the Companies Act 2013, to continue to pay the remuneration within the approved limit of remuneration by the shareholders and approval of the Central Government is awaited.

## 29 Operating Leases

### a) Assets taken on lease (Cancellable)

The Company has taken cancellable lease for premises in the nature of buildings, hostels and guest houses etc. under operating lease. All premises taken on operating lease are on cancellable terms after initial lock in period as per each respective lease and thereafter may be renewed by mutual consent on mutually agreed terms.

Total lease payments recognized in the Statement of Profit & Loss for the year is Rs. 446.36 Lacs (previous year Rs. 725.51 Lacs).

(Rs. in Lacs)

| Minimum Lease Rentals Payable for lock in period | As at 31st March, 2018 | As at 31st March, 2017 | As at 1st April, 2016 |
|---|---|---|---|
| Not later than one year | 2.29 | 6.40 | 16.42 |
| After one year but not more than five years | - | 2.29 | 8.40 |

Artemis Medicare Services Ltd.

SCV & Co. LLP New Delhi Chartered Accountants

**b) Assets given on Lease**

The Company has leased out some portion of hospital premises as outsourced activities for a period of 1 to 9 years. The returns are fixed as well as based on a certain percentage of net sales of the lessee from the leased premises.

Total lease amount received / receivable in the respect of above leases recognised in the Statement of Profit & Loss for the year are Rs. 94.91 Lacs (Previous year Rs. 90.85 Lacs).

(Rs. in Lacs)

| Minimum Lease Rentals Receivable during lock in period | As at 31st March, 2018 | As at 31st March, 2017 | As at 1st April, 2016 |
|---|---|---|---|
| Not later than one year | 3.88 | 3.69 | 3.52 |
| Later than one year but not later than five years | 7.24 | 11.12 | 14.81 |
| Later than five years | - | - | |

Note: The lease payment recognized in statement of profit & loss under non-cancellable operating lease represent only the fixed component / minimum recoverable of leases as variable component receivable based on net sales from lease premises cannot be determined.

**30 Earning Per Share (EPS)**

(Rs. in Lacs)

| Particulars | Year Ended 31st March, 2018 | Year Ended 31st March, 2017 |
|---|---|---|
| **Net profit after Tax** | | |
| Profit / (Loss) attributable to the Equity Shareholders | 2,677.02 | 2,706.68 |
| Basic / Weighted Average Number of Equity Shares Outstanding during the year | 21,035,000 | 21,035,000 |
| Earning Per Share (in Rupees) | | |
| - Basic | 12.73 | 12.87 |
| - Diluted | 12.73 | 12.87 |
| Nominal value of Equity Shares | 10.00 | 10.00 |

31 Details of dues to Micro and Small Enterprises as per MSMED Act, 2006. During the period ended December 31, 2006, Government of India has promulgated an Act namely The Micro,Small and Medium Enterprises Development Act, 2006 which comes into force with effect from October 2, 2006. As per the Act, the Company is required to identify the Micro, Small and Medium suppliers and pay them interest on overdue beyond the specified period irrespective of the terms agreed with the suppliers. The management has confirmed that none of the suppliers have confirmed that they are registered under the provision of the Act.

**Information in terms of Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006**

| **Details of dues to Micro and Small Enterprises as per MSMED Act, 2006** | 31st March, 2018 | 31st March, 2017 |
|---|---|---|
| The principal amount and the interest due thereon remaining unpaid to any supplier at the end of each accounting year | - | - |
| The amount of interest paid by the buyer in terms of section 16 of the Micro Small and Medium Enterprise Development Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year | - | - |
| The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro Small and Medium Enterprise Development Act, 2006. | - | - |
| The amount of interest accrued and remaining unpaid at the end of the accounting year; and the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the Micro Small and Medium Enterprise Development Act, 2006. | - | - |

**32 Supplementary Statutory Information**

**a) Expenditure in Foreign Currency (On accrual basis)**

(Rs. in Lacs)

| Particulars | For the year ended 31st March, 2018 | For the year ended 31st March, 2017 |
|---|---|---|
| Foreign Travel (including Visa) | 15.62 | 16.47 |
| Consultancy Services | 42.46 | 27.54 |
| Others | 255.30 | 391.10 |
| Total | 313.38 | 435.11 |

Artemis Medicare Services Ltd.

SCV & Co. LLP New Delhi Chartered Accountants

b) **Earnings in Foreign Currency (On accrual basis)**

(Rs. in Lacs)

| Particulars | For the year ended 31st March, 2018 | For the year ended 31st March, 2017 |
|---|---|---|
| Income towards services rendered (net of reimbursements) | 8,355.91 | 6,329.52 |
| Total | 8,355.91 | 6,329.52 |

**33 Defined Benefit Plans**

i) The company has recognized, in statement of Profit & Loss for year ended 31st March, 2018 an amount of Rs. 331.66 Lacs (Previous year Rs. 263.86 Lacs) under defined contribution plans.

(Rs. in Lacs)

| | Expense under defined contribution plans include: | 31st March, 2018 | 31st March, 2017 |
|---|---|---|---|
| a) | Employer's contribution to provident fund | 252.82 | 216.41 |
| b) | Employer's contribution to Employee State Insurance Corporation | 74.99 | 43.85 |
| c) | Employer's contribution to Labour Welfare Fund | 3.85 | 3.60 |
| | | 331.66 | 263.86 |

The expense is disclosed in the line item - contribution to provident fund and other funds in Note21

ii) The Company has a defined benefit gratuity plan. Every employee who has completed five years or more of the service gets a gratuity on retirement / termination at 15 days salary (last drawn salary) for each completed year of service. The Company has also provided for long-term compensated absences.

| | | Gratuity (unfunded) | | | Leaves (unfunded) | | |
|---|---|---|---|---|---|---|---|
| | | 31st March, 2018 | 31st March, 2017 | 1st April, 2016 | 31st March, 2018 | 31st March, 2017 | 1st April, 2016 |
| | | (Rs. in Lacs) | (Rs. in Lacs) | (Rs. in Lacs) | (Rs. in Lacs) | (Rs. in Lacs) | (Rs. in Lacs) |
| (i) | Reconciliation of opening and closing balances of obligations: | | | | | | |
| a) | Obligation at the beginning | 232.57 | 161.31 | 92.57 | 193.67 | 104.91 | 75.05 |
| b) | Current Service Cost | 57.88 | 49.12 | 38.76 | 50.84 | 59.81 | 28.69 |
| c) | Interest Cost | 15.58 | 12.26 | 7.13 | 12.98 | 12.13 | 5.78 |
| d) | Past Service Cost | - | - | - | - | 54.68 | - |
| e) | Actuarial (Gain) / Loss | 17.56 | 22.03 | 33.70 | (44.77) | (13.43) | 12.33 |
| f) | Benefits paid | (15.87) | (12.15) | (10.85) | (23.73) | (24.43) | (16.94) |
| g) | Obligation at the year end | 307.72 | 232.57 | 161.31 | 188.98 | 193.67 | 104.91 |
| (ii) | Change in Plan Assets (Reconciliation of opening and closing balances): | | | | | | |
| a) | Fair Value of Plan Assets at beginning | - | - | - | - | - | - |
| b) | Prior Period Adjustment | - | - | - | - | - | - |
| c) | Expected return on Plan Asset | - | - | - | - | - | - |
| d) | Contributions | - | - | - | - | - | - |
| e) | Benefits paid | - | - | - | - | - | - |
| f) | Actuarial Gain / (Loss) on Plan Assets | - | - | - | - | - | - |
| g) | Fair Value of Plan Assets at year end | - | - | - | - | - | - |
| (iii) | Reconciliation of fair value of assets and obligations: | | | | | | |
| a) | Present value of obligation at year end | 307.72 | 232.57 | 161.31 | 188.98 | 193.67 | 104.91 |
| b) | Fair Value of Plan Assets at year end | - | - | - | - | - | - |
| c) | Asset / Liability recognized in the Balance Sheet | 307.72 | 232.57 | 161.31 | 188.98 | 193.67 | 104.91 |
| (iv) | Amount recognized in the income statement | | | | | | |
| a) | Current Service Cost | 57.88 | 49.12 | - | 50.84 | 59.81 | - |
| b) | Past Service Cost | - | - | - | - | - | - |
| c) | Interest Cost | 15.58 | 12.26 | - | 12.98 | 12.13 | - |
| d) | Curtailment Cost (Credit) | - | - | - | - | - | - |
| e) | Expected return on Plan Assets | - | - | - | - | - | - |
| f) | Actuarial (Gain) / Loss | - | - | - | (44.77) | (13.43) | - |
| g) | Expenses recognized during the year | 73.46 | 61.38 | - | 19.04 | 58.50 | - |
| (v) | Other Comprehensive Income (OCI) | | | | | | |
| a) | Unrealised actuarial Gain / (Loss) | (17.56) | (22.03) | - | - | - | - |

| (v) | Assumptions: | As at 31st March, 2018 | As at 31st March, 2017 | As at 1st April, 2016 |
|---|---|---|---|---|
| a) | Discounting Rate (per annum) | 7.30% | 6.70% | 7.60% |
| b) | Future Salary Increase | 6.00% | 7.00% | 7.00% |
| | Withdrawal / Employee Turnover Rate | | | |
| c) | Age upto 30 years | 36.00% | 36.00% | 36.00% |
| d) | Age from 31 to 44 years | 32.00% | 32.00% | 32.00% |
| e) | Age above 44 years | 15.00% | 15.00% | 15.00% |
| | Mortality table used | Indian Assured Lives Mortality (2006-08) | Indian Assured Lives Mortality (2006-08) | Indian Assured Lives Mortality (2006-08) |

SCV & Co. LLP Chartered Accountants New Delhi

Artemis Medicare Services Ltd.

The estimates of future salary increases, considered in actuarial valuation, take into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market.

Significant actuarial assumption for the determination of the defined obligation are discounted rate, expected salary escalation rate and withdrawal rate. The sensitivity analyses below have been determined based on reasonably possible changes of the respective assumption occurring at the end of the reporting period, while holding all other assumptions constant.

The above information is certified by the actuarial valuer.

Enterprise best estimate of contribution during next year is Rs. 36.16 Lacs for Gratuitiy & Rs. 47.02 Lacs for Leave Encashment.

The discount rate is based on prevailing market yield of Govt. Bonds as at the date of valuation.

(Rs. in Lacs)

| Particulars | Year ended 31st March, 2018 | | Year ended 31st March, 2017 | |
|---|---|---|---|---|
| | Increase | Decrease | Increase | Decrease |
| Change in discount rate by 1.00% | (9.30) | 9.93 | (8.10) | 8.39 |
| Change in Salary escalation rate by 1.00% | 9.96 | 9.50 | 8.33 | (8.11) |

Sensitivity due to mortality and withdrawals are not material & hence impact of change not calculated.

Sensitivity as to rate of inflation, rate of increase of pensions in payment, rate of increase of pensions before retirement and life expectancy are not applicable being a lump sum benefit on retirement.

## 34 Financial Instruments

### i) Categories of Financial Instruments

(Rs. in Lacs)

| Financial Assets | As at 31st March, 2018 | As at 31st March, 2017 | As at 1st April, 2016 |
|---|---|---|---|
| **Measured at amortised cost** | | | |
| Loans- Non Current | 148.25 | 181.04 | 187.78 |
| Other Financial assets - Non Current | 29.51 | 28.21 | 23.46 |
| Trade receivables - Current | 5,556.40 | 6,016.26 | 5,397.75 |
| Cash and cash equivalents - Current | 269.78 | 702.96 | 364.26 |
| Bank balances - Current | 948.16 | 251.26 | 234.08 |
| Loans | 100.80 | 38.89 | 12.45 |
| Other financial assets - Current | 494.94 | 264.68 | 221.28 |
| **Total** | **7,547.84** | **7,483.30** | **6,441.06** |

At the end of the reporting period, there are no significant concentrations of financial assets designated at FVTPL. The carrying amount reflected above represents the Company's maximum exposure to credit risk for such financial assets.

(Rs. in Lacs)

| Financial Liabilities | As at 31st March, 2018 | As at 31st March, 2017 | As at 1st April, 2016 |
|---|---|---|---|
| **Mesured at amortised cost** | | | |
| Borrowings - Non Current | 5,224.61 | 6,569.83 | 4,957.80 |
| Trade payables - Current | 6,745.74 | 6,160.78 | 5,518.79 |
| Other financial liabilities - Current | 3,916.36 | 2,863.13 | 1,866.24 |
| **Total** | **15,886.71** | **15,593.74** | **12,342.83** |

### ii) Financial Risk Management Objectives

The Company's Corporate Treasury function provides services to the business, co-ordinates access to domestic and international financial markets includingmarket risk (including currency risk, interest rate risk and other price risk), credit risk and liquidity risk.

The Board of Directors manages the financial risk of the Company through internal risk reports which analyse exposure by magnitude of risk. The Company has limited exposure from the international market as the Company's operations are in India. The Company has imited exposure towards foreign currency risk it earns approx. 17% of its revenue from in foreign currency from international patients. Also capital expenditure includes capital goods purchased in foreign currency through the overseas vendors. The Company has not taken any derivative contracts to hedge the exposure. However the exposure towards foreign currency foreign currency fluctuation is party hedged naturally on account of receivable from customers and payable to vendors in foreign currency.

**Market Risk**

The Company's activities expose it primarily to the financial risks of changes in interest rates and foreign currency exchange rates.

a) **Foreign Currency risk management**

The Company undertakes transactions denominated in foreign currencies; consequently, exposures to exchange rate fluctuations arise. Exchange rate exposures are managed within approved policy parameters.

SCV & Co. LLP New Delhi Chartered Accountants

Artemis Medicare Services Ltd.

The carrying amounts of the Company's foreign currency denominated monetary assets and monetary liabilities at the end of the reporting period are as follows:

| I. Assets | | As at 31st March, 2018 | | As at 31st March, 2017 | | As at 1st April, 2016 | |
|---|---|---|---|---|---|---|---|
| | | FC in lacs | Equivalent Rs. In Lacs | FC in lacs | Equivalent Rs. In Lacs | FC in lacs | Equivalent Rs. In Lacs |
| Receivables (trade & others) ( A ) | USD | 9.48 | 609.51 | 8.32 | 533.31 | 11.63 | 766.87 |
| Hedges by derivative contracts ( B ) | USD | - | - | - | - | - | - |
| Unhedged Receivables ( C = A - B ) | USD | 9.48 | 609.51 | 8.32 | 533.31 | 11.63 | 766.87 |

| II. Liabilities | Foreign Currency | As at 31st March, 2018 | | As at 31st March, 2017 | | As at 1st April, 2016 | |
|---|---|---|---|---|---|---|---|
| | | FC in lacs | Equivalent Rs. In Lacs | FC in lacs | Equivalent Rs. In Lacs | FC in lacs | Equivalent Rs. In Lacs |
| Payables (trade & others) (including Deferred payment liability) ( D ) | USD | 28.49 | 1,874.65 | 31.71 | 2,080.00 | 0.33 | 22.07 |
| | EURO | 0.02 | 1.63 | 0.67 | 47.14 | - | - |
| Hedges by derivative contracts ( E ) | USD | - | - | - | - | - | - |
| | EURO | - | - | - | - | - | - |
| Unhedged Payables ( F = D - E ) | USD | 28.49 | 1,874.65 | 31.71 | 2,080.00 | 0.33 | 22.07 |
| | EURO | 0.02 | 1.63 | 0.67 | 47.14 | - | - |

| III. Contingent Liabilities and Commitments | Foreign Currency | As at 31st March, 2018 | | As at 31st March, 2017 | | As at 1st April, 2016 | |
|---|---|---|---|---|---|---|---|
| | | FC in lacs | Equivalent Rs. In Lacs | FC in lacs | Equivalent Rs. In Lacs | FC in lacs | Equivalent Rs. In Lacs |
| Contingent Liabilities ( G ) | USD | - | - | - | - | 14.46 | 965.84 |
| | EURO | - | - | - | - | - | - |
| Commitments ( H ) | USD | 0.14 | 9.01 | 0.02 | 1.11 | 1.11 | 73.93 |
| | EURO | 0.48 | 38.84 | 0.16 | 10.95 | 0.40 | 30.30 |
| Hedges by derivative contracts ( I ) | USD | - | - | - | - | - | - |
| | EURO | - | - | - | - | - | - |
| Unhedged Payables ( J = G + H - I ) | USD | 0.14 | 9.01 | 0.02 | 1.11 | 15.57 | 1,039.77 |
| | EURO | 0.48 | 38.84 | 0.16 | 10.95 | 0.40 | 30.30 |

| | | | | | | | |
|---|---|---|---|---|---|---|---|
| Total unhedged FC Exposures ( K = C + F + J ) | USD | 38.11 | 2,493.17 | 40.04 | 2,614.42 | 27.53 | 1,828.71 |
| | EURO | 0.50 | 40.46 | 0.83 | 58.09 | 0.40 | 30.30 |

**Foreign currency sensitivity analysis**

The company is mainly exposed to the USD & EURO currency

The following table details the company's sensitivity to a 1% increase and decrease in the `Rs. against the USD. 1% is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the period end for a 1% change in foreign currency rates. The sensitivity analysis includes external loans. A positive number below indicates an increase in profit or equity where the ` strengthens 1% against the relevant currency. For a 1% weakening of the ` against the relevant currency, there would be a comparable impact on the profit or equity, and the balances below would be negative.

(Rs. in Lacs)

| If increase by 1% | Currency Impact USD | |
|---|---|---|
| Particulars | As at 31st March, 2018 | As at 31st March, 2017 |
| Increase / (decrease) in profit or loss for the year | (12.65) | (15.47) |
| Increase / (decrease) in total equity as at the end of the reporting period | (12.65) | (15.47) |

SCV & Co. LLP * New Delhi * Chartered Accountants

Artemis Medicare Services Ltd. *

(Rs. in Lacs)

| If decrease by 1% | Currency Impact USD | |
|---|---|---|
| Particulars | As at 31st March, 2018 | As at 31st March, 2017 |
| Increase / (decrease) in profit or loss for the year | 12.65 | 15.47 |
| Increase / (decrease) in total equity as at the end of the reporting period | 12.65 | 15.47 |

(Rs. in Lacs)

| If increase by 1% | Currency Impact EURO | |
|---|---|---|
| Particulars | As at 31st March, 2018 | As at 31st March, 2017 |
| Increase / (decrease) in profit or loss for the year | (0.02) | (0.47) |
| Increase / (decrease) in total equity as at the end of the reporting period | (0.02) | (0.47) |

(Rs. in Lacs)

| If decrease by 1% | Currency Impact EURO | |
|---|---|---|
| Particulars | As at 31st March, 2018 | As at 31st March, 2017 |
| Increase / (decrease) in profit or loss for the year | 0.02 | 0.47 |
| Increase / (decrease) in total equity as at the end of the reporting period | 0.02 | 0.47 |

b) **Interest Rate risk management**

The Company is exposed to interest rate risk because Company borrow funds at both fixed and floating interest rates. The risk is managed by the Company by maintaining an appropriate mix between fixed and floating rate borrowings.

The Company's exposures to interest rates on financial assets and financial liabilities are detailed in the liquidity risk management section of this note.

**Interest Rate sensitivity analysis**

The sensitivity analyses below have been determined based on the exposure to interest rates at the end of the reporting period. For floating rate liabilities, the analysis is prepared assuming the amount of the liability outstanding at the end of the reporting period was outstanding for the whole year. A 100 basis point increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

(Rs. in Lacs)

| If increase by 1% in interest rates | Interest Impact | |
|---|---|---|
| Particulars | As at 31st March, 2018 | As at 31st March, 2017 |
| Increase / (decrease) in profit or loss for the year | (90.90) | (93.76) |
| Increase / (decrease) in total equity as at the end of the reporting period | (90.90) | (93.76) |

| If decrease by 1% in interest rates | Interest Impact | |
|---|---|---|
| Particulars | As at 31st March, 2018 | As at 31st March, 2017 |
| Increase / (decrease) in profit or loss for the year | 90.90 | 93.76 |
| Increase / (decrease) in total equity as at the end of the reporting period | 90.90 | 93.76 |

b) **Liquidity risk management**

Ultimate responsibility for liquidity risk management rests with the board of directors, which has established an appropriate liquidity risk management framework for the management of the company's short-term, medium-term and long-term funding and liquidity management requirements. The Company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities. Note given below sets out details of additional undrawn facilities that the Company has at its disposal to further reduce liquidity risk.

**Liquidity risk**

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

The table below provides details regarding the undiscounted contractual maturities of significant financial liabilities as of March 31, 2018:

SCV & Co. LLP ★ New Delhi ★ Chartered Accountants

Artemis Medicare Services Ltd. ★

(Rs. in Lacs)

| Particulars | Within 1 year | 1 - 2 years | More than 2 years | Total | Carrying Amount (net of transaction cost) |
|---|---|---|---|---|---|
| **As at 31st March, 2018** | | | | | |
| Term Loan | 2,137.88 | 1,566.42 | 3,607.92 | 7,312.22 | 7,306.54 |
| Deferred payment liability | 1,728.00 | 55.95 | - | 1,783.95 | 1,783.95 |
| Trade Payables | 6,745.74 | - | - | 6,745.74 | 6,745.74 |
| Interest accrued but not due on borrowings | 50.48 | - | - | 50.48 | 50.48 |
| **Total** | 10,662.10 | 1,622.37 | 3,607.92 | 15,892.39 | 15,886.71 |

| Particulars | Within 1 year | 1 - 2 years | More than 2 years | Total | Carrying Amount (net of transaction cost) |
|---|---|---|---|---|---|
| **As at 31st March, 2017** | | | | | |
| Term Loan | 1,548.90 | 1,878.93 | 4,145.30 | 7,573.13 | 7,565.17 |
| Deferred payment liability | 1,257.32 | 424.85 | 128.78 | 1,810.95 | 1,810.85 |
| Trade Payables | 6,160.78 | - | - | 6,160.78 | 6,160.78 |
| Interest accrued but not due on borrowings | 56.92 | - | - | 56.92 | 56.92 |
| **Total** | 9,023.92 | 2,303.78 | 4,274.08 | 15,601.78 | 15,593.74 |

| Particulars | Within 1 year | 1 - 2 years | More than 2 years | Total | Carrying Amount (net of transaction cost) |
|---|---|---|---|---|---|
| **As at 1st April, 2016** | | | | | |
| Term Loan | 1,815.79 | 1,595.19 | 3,367.23 | 6,778.21 | 6,773.59 |
| Deferred payment liability | 19.92 | - | - | 19.92 | 19.92 |
| Trade Payables | 5,518.79 | - | - | 5,518.79 | 5,518.79 |
| Book Overdraft | 30.53 | - | - | 30.53 | 30.53 |
| **Total** | 7,385.03 | 1,595.19 | 3,367.23 | 12,347.45 | 12,342.83 |

35 **CIF Value of Imports** (Rs. in Lacs)

| Particulars | For the year ended 31st March, 2018 | For the year ended 31st March, 2017 |
|---|---|---|
| Medical Consumables | 4.82 | 4.60 |
| Capital Goods | 198.19 | 4,804.13 |
| | 203.01 | 4,808.73 |

36 **Materials Consumed** (Rs. in Lacs)

| Particulars | For the year ended 31st March, 2018 | | For the year ended 31st March, 2017 | |
|---|---|---|---|---|
| | Percentage | Value | Percentage | Value |
| Imported | 0.04% | 4.82 | 0.04% | 4.60 |
| Indigenous | 99.96% | 12,207.91 | 99.96% | 12,013.04 |
| | | 12,212.73 | | 12,017.64 |

Note: Material consumption consists of items of various natures in specification and includes medical consumables and pharmaceuticals drugs etc. Hence it not practicable to furnish item wise details.

Stock in Trade (Rs. in Lacs)

| Description of Goods | Opening Stock | Purchase | Sales | Closing Stock |
|---|---|---|---|---|
| Pharmacy Items | 21.70 | 137.15 | 181.48 | 33.61 |

37 **Contingent Liabilities**

(Rs. in Lacs)

| | Particulars | 31st March, 2018 | 31st March, 2017 | As at 1st April, 2016 |
|---|---|---|---|---|
| A | **Claims against the company not acknowledged as debts** | | | |
| A.1 | In respect of compensation demanded by the patient / their relatives, for negeligence in treatment and are pending with various consumers disputes redressal forums. The company has been advised by its legal counsel that it is possible,the action may succeed after considering that insurance cover has also been taken by the company and the doctors, the company is of the view that is adequately insured to mitigate the possibility of any loss to that extent. However, the company has made a provision for contingency of Rs. 382.14 Lacs. | 831.18 | 750.12 | 307.95 |

SCV & Co. LLP New Delhi Chartered Accountants

Artemis Medicare Services Ltd.

| | | | | |
|---|---|---|---|---|
| A.2 | Service Tax Department issued notice alleging therein that the Company is providing services of infrastructure and administrative support to visiting consultant doctors and thus, is liable to pay service tax on amounts retained from doctors' fees for the financial years 2008-09 to 2013-14. The Company has filed an appeal with Central Excise and Service Tax Appellate Tribunal, which is pending for disposal. Based on legal opinion and management assessment, Company believes that it shall succeed in appeal. However, company has made provision for contingencies of Rs. 553.25 Lacs. | 2,016.25 | 2,016.25 | 926.49 |
| A.3 | Letter of Credit opened with Banks for Purchase of Capital Goods | - | - | 965.84 |
| A.4 | Haryana Urban Development Authority (HUDA) had issued demand notices to the Company alleged to be towards enhanced cost of land at Sector 51, Gurugram amounting Rs 38.34 Crores. With respect to the revision petition filed by the Company against the above demand and interest and penalty thereon, Additional Chief Secretary to Government of Haryana, Town & Country Planning and Urban Estates Department, had stayed the above demand vide its Order dated 02.02.2016 and directed to form a Committee to go into all the relevant issues / detailed working etc. with respect to enhanced compensation notices issued for land in Sector 51, Gurugram, which had to submit its report to Chief Administrator, HUDA. However, Chief Administrator, HUDA, without seeking Report of aforesaid committee, has passed an order giving no relief. Against the order of Chief Administrator, HUDA the company has filed a writ petition in Chandigarh High Court. Proceedings of the same are under progress. The company has paid Rs 5 Crore as deposit with HUDA in compliance of aforesaid order dated 02.02.2016. | | | |

B The status of the completion of obligation as at the end of licensing years for the EPCG licenses obtained by the company is as under:

| Obligation Value | Licensing Year | Export Obligation to be completed till | Export Obligation completed in foreign currency |
|---|---|---|---|
| 230,387,155 | 2016-17 | October 20, 2022 | Nil |

38 The Company carries a general provision for contingencies towards various claims against the company including claims raised by demand / show cause notices for indirect taxes received from various authorities, not acknowledged as debts.

| Opening Balance as at 01.04.2017 | Additional provision made during the year | Incurred / (reversed) against provision during the year | Closing Balance as at 31.03.2018 |
|---|---|---|---|
| 1487.71 | 7.08 | (-553.34) | 941.45 |

**39 Capitalisation of Expenditure :**

During the year, the Company has capitalised the following expenses to the cost of property, plant and equipment / capital work in progress (CWIP). Consequently, expenses disclosed under the respective notes are net of amount capitalised by the Company.

| Particulars | As at 31st March, 2018 (Rs. in lacs) | As at 31st March, 2017 (Rs. in lacs) |
|---|---|---|
| Finance charges | 138.59 | 108.80 |
| Legal & professional consultancy Fees | 131.31 | 301.03 |
| Other expenses directly attributable | 88.68 | 34.06 |
| **Total** | 358.58 | 443.89 |

**40 First Time Ind AS Adoption Reconciliations**

For all periods up to and including the year ended 31st March, 2017, the Company had prepared its financial statements in accordance with the accounting standards notified under Section 133 of the Companies Act, 2013, read together with Rule 7 of the Companies (Accounts) Rules, 2014 ('Previous GAAP'). This note explains the principal adjustments made by the Company in restating its financial statements prepared under Previous GAAP for the following

a) Effect of Ind AS adoption on the balance sheet as at March 31, 2017 and April 01, 2016.

b) Reconciliation of total equity as at March 31, 2017 and April 01, 2016.

c) Effect of Ind AS adoption on the profit and loss for the year ended March 31, 2017.

Artemis Medicare Services Ltd.

SCV & Co. LLP New Delhi Chartered Accountants

Explanation of transition to Ind AS: (Continued)

Effect of Ind AS adoption on Balance Sheet as at 31st March,2016

| Particulars | | Amount as per Local GAAP 31-Mar-16 Rs. in Lacs | Ind AS Adjustments Rs. in Lacs | Amount as per Ind AS 31-Mar-16 Rs. in Lacs |
|---|---|---|---|---|
| **Assets** | | | | |
| **Non-current assets** | | | | |
| Property, plant and equipment | | 24,729.55 | - | 24,729.55 |
| Capital work-in-progress | | 134.51 | - | 134.51 |
| Other intangible assets | | 193.88 | | 193.88 |
| Financial assets | | | | |
| i. Loans | | 244.35 | (56.58) | 187.78 |
| i. Other financial assets | | 23.46 | | 23.46 |
| Non-current tax assets (Net) | | 669.24 | - | 669.24 |
| Other non-current assets | | 913.58 | 48.84 | 962.41 |
| **Total non-current assets** | A | 26,908.57 | (7.74) | 26,900.83 |
| **Current assets** | | | | |
| Inventories | | 601.72 | | 601.72 |
| Financial assets | | | | |
| i. Trade receivables | | 5,397.75 | - | 5,397.75 |
| ii. Cash and cash equivalents | | 364.26 | - | 364.26 |
| iii. Bank balances other than (ii) above | | 234.08 | - | 234.08 |
| iv. Loans | | 12.45 | - | 12.45 |
| iv. Other financial assets | | 221.28 | - | 221.28 |
| Current tax assets (Net) | | 407.90 | - | 407.90 |
| Other current assets | | 315.39 | - | 315.39 |
| **Total current assets** | B | 7,554.83 | - | 7,554.83 |
| **Total Assets** | C = A + B | 34,463.40 | (7.74) | 34,455.66 |
| **Equity and liabilities** | | | | |
| **Equity** | | | | |
| Equity share capital | | 2,103.50 | | 2,103.50 |
| Other equity | | | | |
| Reserves and surplus | | 16,286.96 | (690.66) | 15,596.30 |
| **Total equity** | D | 18,390.46 | (690.66) | 17,699.80 |
| **Liabilties** | | | | |
| **Non-current liabilities** | | | | |
| Financial liabilities | | | | |
| i. Borrowings | | 4,962.42 | (4.63) | 4,957.80 |
| Provisions | | 649.81 | (446.83) | 202.97 |
| Deferred tax liabilities | | - | 1,134.38 | 1,134.38 |
| **Total non-current liabilities** | E | 5,612.23 | 682.92 | 6,295.15 |
| **Current liabilities** | | | | |
| Financial liabilities | | | | |
| i. Trade payables | | 5,518.79 | - | 5,518.79 |
| ii. Other financial liabilities | | 1,866.24 | - | 1,866.24 |
| Provisions | | 1,312.89 | - | 1,312.89 |
| Other current liabilities | | 1,762.79 | - | 1,762.79 |
| **Total current liabilities** | F | 10,460.71 | - | 10,460.71 |
| **Total liabilities** | G = E + F | 16,072.94 | 682.92 | 16,755.86 |
| **Total equity and liabilities** | H = D + G | 34,463.40 | (7.74) | 34,455.66 |

SCV & Co. LLP New Delhi Chartered Accountants

Artemis Medicare Services Ltd.

Explanation of transition to Ind AS: (Continued)
Effect of Ind AS adoption on Balance Sheet as at 31st March,2017

| Particulars | | Amount as per Local GAAP 31-Mar-17 Rs. in Lacs | Ind AS Adjustments Rs. in Lacs | Amount as per Ind AS 31-Mar-17 Rs. in Lacs |
|---|---|---|---|---|
| **Assets** | | | | |
| **Non-current assets** | | | | |
| Property, plant and equipment | | 28,066.16 | - | 28,066.16 |
| Capital work-in-progress | | 2,340.37 | 374.44 | 2,714.81 |
| Intangible assets | | 209.67 | | 209.67 |
| Financial assets | | | | |
| i. Loans | | 271.70 | (90.66) | 181.04 |
| i. Other financial assets | | 28.21 | | 28.21 |
| Deferred tax assets | | 903.02 | (903.02) | - |
| Non-current tax assets (Net) | | 585.33 | - | 585.33 |
| Other non-current assets | | 1,601.87 | 15.46 | 1,617.32 |
| **Total non-current assets** | A | 34,006.33 | (603.78) | 33,402.54 |
| **Current assets** | | | | |
| Inventories | | 639.61 | - | 639.61 |
| Financial assets | | | | |
| i. Trade receivables | | 6,016.26 | - | 6,016.26 |
| ii. Cash and cash equivalents | | 702.96 | - | 702.96 |
| iii. Bank balances other than (ii) above | | 251.26 | - | 251.26 |
| iv. Loans | | 38.89 | - | 38.89 |
| iv. Other financial assets | | 264.68 | - | 264.68 |
| Current tax assets (Net) | | 466.86 | - | 466.86 |
| Other current assets | | 632.80 | (186.74) | 446.06 |
| **Total current assets** | B | 9,013.32 | (186.74) | 8,826.58 |
| **Total Assets** | C = A + B | 43,019.65 | (790.52) | 42,229.12 |
| **Equity and liabilities** | | | | |
| **Equity** | | | | |
| Equity share capital | | 2,103.50 | | 2,103.50 |
| Other equity | | 19,282.18 | (960.04) | 18,322.12 |
| **Total equity** | D | 21,385.68 | (960.04) | 20,425.62 |
| **Liabilties** | | | | |
| **Non-current liabilities** | | | | |
| Financial liabilities | | | | |
| i. Borrowings | | 6,837.86 | (268.04) | 6,569.83 |
| Provisions | | 814.33 | (500.52) | 313.81 |
| Deferred tax liabilities | | 998.46 | 551.78 | 1,550.24 |
| **Total non-current liabilities** | E | 8,650.65 | (216.77) | 8,433.88 |
| **Current liabilities** | | | | |
| Financial liabilities | | | | |
| i. Trade payables | | 6,160.78 | - | 6,160.78 |
| ii. Other financial liabilities | | 2,863.13 | - | 2,863.13 |
| Provisions | | 1,600.14 | - | 1,600.14 |
| Other current liabilities | | 2,359.27 | 386.30 | 2,745.57 |
| **Total current liabilities** | F | 12,983.32 | 386.30 | 13,369.62 |
| **Total liabilities** | G = E + F | 21,633.97 | 169.53 | 21,803.50 |
| **Total equity and liabilities** | H = D + G | 43,019.65 | (790.52) | 42,229.12 |

SCV & Co. LLP New Delhi Chartered Accountants

Artemis Medicare Services Ltd.

Explanation of transition to Ind AS: (Continued)

**Effect of Ind AS adoption on the Profit and Loss for the year ended 31st March 2017**

| Particulars | Notes | Amount as per Local GAAP 31-Mar-17 Rs. in Lacs | Ind AS Adjustments Rs. in Lacs | Amount as per Ind AS 31-Mar-17 Rs. in Lacs |
|---|---|---|---|---|
| **Income** | | | | |
| Revenue from Operations | | 45,899.55 | - | 45,899.55 |
| Other Income | (a) | 501.25 | 11.75 | 513.01 |
| **Total Revenue ( I )** | | **46,400.80** | **11.75** | **46,412.56** |
| **Expenses** | | | | |
| Purchases of pharmacy drugs & medical consumables | | 11,874.10 | - | 11,874.10 |
| Purchases of Stock in Trade | | 175.30 | | 175.30 |
| Changes in inventories of pharmacy drugs, | | - | | - |
| Medical consumables & Stock in Trade | | (31.76) | | (31.76) |
| Employee benefits expense | (e) | 7,747.87 | (16.92) | 7,730.95 |
| Finance costs | (b) | 938.06 | 4.94 | 943.00 |
| Depreciation and amortization expense | | 1,515.85 | - | 1,515.85 |
| Other expenses | (d) | 21,014.70 | (49.20) | 20,965.50 |
| **Total Expenses ( II )** | | **43,234.12** | **(61.18)** | **43,172.94** |
| **Profit before Tax ( I - II )** | | 3,166.68 | 72.93 | 3,239.62 |
| **Tax Expense** | | | | |
| Current Tax | | 725.36 | - | 725.36 |
| Less : MAT Credit Entitlement | | (903.03) | 903.03 | - |
| Less : Earlier year tax written back | | (649.45) | - | (649.45) |
| Deferred tax | (c) | 998.52 | (541.49) | 457.03 |
| **Total Tax Expense** | | **171.40** | **361.54** | **532.94** |
| **Profit for the year** | | **2,995.28** | **(288.61)** | **2,706.68** |
| **Other comprehensive income not to be reclassified to profit or loss in subsequent periods:** | | | | |
| gains / (losses) on defined benefit plans (note 33) | | | (22.03) | (22.03) |
| Deferred tax adjustment on revaluation | | | 33.56 | 33.56 |
| Income tax relating to items that will not be reclassified to profit or loss | | | 7.62 | 7.62 |
| **Net other comprehensive income not to be reclassified to profit or loss in subsequent periods:** | | - | 19.15 | 19.15 |
| **Other comprehensive income for the year, net of income tax** | | - | 19.15 | 19.15 |
| **Total comprehensive income for the year** | | **2,995.28** | **(269.46)** | **2,725.83** |

Artemis Medicare Services Ltd. ★

★ SCV & Co. LLP ★ New Delhi Chartered Accountants

Explanation of transition to Ind AS: (Continued)

**Artemis Medicare Services Limited**
**Reconciliations between previous GAAP and Ind AS**

**Explanation of transition to Ind AS: (Continued)**
**I) Reconciliation of total equity as at March 31, 2017 and April 1, 2016**

| | Notes | March 31, 2017 | April 1, 2016 |
|---|---|---|---|
| Total equity (shareholder's funds) as per previous GAAP | | **21,385.68** | **18,390.46** |
| **Adjustments** | | | |
| Fair valuation of security deposits | (a) | (4.70) | (7.80) |
| Fair valuation of long term liabilities / borrowings | (b) | (0.32) | 4.63 |
| For deferred tax (liability) / assets | (c) | (1,447.00) | (1,134.32) |
| Fair valuation of loans & advances | (d) | 3.54 | - |
| For reversal of lease equalisation reserve | (e) | 496.04 | 446.83 |
| Tax impact on OCI components | | | |
| Remeasurement of post employment benefit obligations | (f) | (7.62) | - |
| **Total adjustments** | | **(960.06)** | **(690.66)** |
| **Total equity as per Ind AS** | | **20,425.62** | **17,699.80** |

**Explanation of transition to Ind AS: (Continued)**
**Notes to the reconciliation:**

(a) Under Ind AS, security deposit have been measured at amortised cost. Accordingly, where security deposit of non- current nature did not carry any contractual interest or the interest was below market interest rate, the deposit were discounted based on the interest rate determined by the management equal to its interest cost of the borrowing of the Company.

(b) Under Ind AS, long term borrowings are adjusted for transaction cost to determine effective interest rate and then to measure it at amortised cost.

(c) Under previous GAAP, deferred taxes were recognized for the tax effect of timing differences between accounting profit and taxable profit for the year using the income statement approach. Under Ind AS, deferred taxes are recognized using the balance sheet for future tax consequences of temporary differences between the carrying value of assets and liabilities and their respective tax bases. The above difference, together with consequential tax impact of the other Ind AS transitional adjustments lead to temporary differences. Deferred tax adjustments are recognized in correlation to the underlying transaction either in retained earnings or through statement of profit and loss or other comprehensive income.

(d) Under IND AS 109, loans & advances given to employees whose payment terms are more than twelve months are measured at present value.

(e) Under previous GAAP, lease payments under an operating lease are recognized as an expense on a straight line basis over the lease term, Under Ind AS, such expense is not recognized on a straight line basis for leases where the payment to the lessor are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases. The management has analyzed the increase in certain lease arrangements and has determined that such increase is to compensate the cost inflation, being in line with general cost inflation and therefore reversed the lease equalization reserve.

(f) Under previous GAAP, actuarial gains and losses were recognized in profit or loss. Under Ind AS actuarial gains and losses form part of remeasurement of the net defined benefit liability / asset which is recognized in other comprehensive income.
Consequently, the tax effect of the same has also been recognized in other comprehensive income instead of profit or loss.

Artemis Medicare Services Ltd. ★

★ SCV & Co. LLP ★ New Delhi Chartered Accountants

**41** The comparative financial information of the Company for the transition date opening balance sheet as at 1 April 2016 included in these Ind AS financial statements, are based on the statutory financial statements prepared in accordance with the Companies (Accounting Standards) Rules, 2006 for the year ended 31 March 2016 have been restated to comply with Ind AS and in accordance with the format prescribed in MCA Circular Notification No. GSR 404(E) [F.NO.17/62/2015CLV], dated 6 April 2016.

As per our report of even date attached

For SCV & Co. LLP
Chartered Accountants
Firm Registration Number 000235N / N500089

(Vidur Puri)
Partner
Membership No. 090163

Place : Gurugram
Dated: May 09, 2018

SCV & Co. LLP New Delhi Chartered Accountants

Signature to Note 1 to 41

For and on behalf of the Board of Directors
of Artemis Medicare Services Limited

Onkar S. Kanwar
[Chairman & Director]
[DIN : 00058921]

Dr. Devlina Chakravarty
[Executive Director]
[DIN : 07107875]

Sanjiv Kumar Kothari
[Chief Financial Officer]

Navneet Goel
[Company Secretary]

Artemis Medicare Services Ltd.

Artemis Medicare Setvices Limited

Supplementary Balance Sheet as at 30th Sept, 2018

| Particulars | As At 30th Sept, 2018 Rs. in Lacs | As At 31st Mar, 2018 Rs. in Lacs |
|---|---|---|
| **Assets** | | |
| **Non-current assets** | | |
| Property, plant and equipment | 33,537.58 | 30,558.97 |
| Capital work-in-progress | 4,681.91 | 4,317.46 |
| Intangible assets | 279.01 | 292.84 |
| Financial assets | | |
| i. Loans | 71.18 | 148.25 |
| ii. Other financial assets | 55.96 | 29.51 |
| Non-current tax assets (Net) | 653.48 | 390.95 |
| Other non-current assets | 358.51 | 714.92 |
| **Total non-current assets** | **39,637.63** | **36,452.90** |
| **Current assets** | | |
| Inventories | 720.40 | 644.79 |
| Financial assets | | |
| i. Trade receivables | 6,464.57 | 5,556.40 |
| ii. Cash and cash equivalents | 284.56 | 269.78 |
| iii. Bank balances other than (ii) above | 510.06 | 948.16 |
| iv. Loans | 215.89 | 100.80 |
| iv. Other financial assets | 464.47 | 494.94 |
| Other current assets | 743.62 | 717.27 |
| **Total current assets** | **9,403.57** | **8,732.14** |
| **Total Assets** | **49,041.20** | **45,185.04** |
| **Equity and liabilities** | | |
| **Equity** | | |
| Equity share capital | 2,103.50 | 2,103.50 |
| Other equity | 22,030.04 | 21,002.02 |
| **Total equity** | **24,133.54** | **23,105.52** |
| **Liabilties** | | |
| **Non-current liabilities** | | |
| Financial liabilities | | |
| i. Borrowings | 5,107.11 | 5,224.61 |
| Provisions | 393.20 | 359.84 |
| Deferred tax liabilities (Net) | 1,966.85 | 1,747.22 |
| **Total non-current liabilities** | **7,467.16** | **7,331.67** |
| **Current liabilities** | | |
| Financial liabilities | | |
| i. Trade payables | | |
| (A) Total Outstanding dues of Micro Enterprises and Small Enterprises | - | - |
| (B) Total Outstanding dues of Creditors other than Micro Enterprises and Small Enterprises | 7,807.34 | 6,745.74 |
| ii. Other financial liabilities | 6,012.64 | 3,916.36 |
| Provisions | 1,089.84 | 1,078.32 |
| Other current liabilities | 2,530.69 | 3,007.43 |
| **Total current liabilities** | **17,440.51** | **14,747.85** |
| **Total liabilities** | **24,907.67** | **22,079.52** |
| **Total equity and liabilities** | **49,041.20** | **45,185.04** |

For and on behalf of the Board of Directors
of Artemis Medicare Services Limited

Authorised Signatory

Artemis Medicare Services Limited
Statement of Supplementary Profit & Loss for the Period ended 30th Sept, 2018

| Particulars | Period Ended 30th Sept, 2018 Rs. in Lacs | As At 31st Mar, 2018 Rs. in Lacs |
|---|---|---|
| **Income** | | |
| Revenue from operations | 26,732.05 | 50,277.13 |
| Other income | 203.52 | 390.76 |
| **Total income** | **26,935.57** | **50,667.89** |
| **Expenses** | | |
| Purchases of pharmacy drugs & medical consumables | 6,312.35 | 12,083.89 |
| Purchases of Stock in Trade | 76.62 | 137.15 |
| Changes in inventories of pharmacy drugs, Medical consumables & Stock in Trade | (69.58) | (8.31) |
| Employee benefits expense | 4,679.45 | 9,044.65 |
| Finance costs | 503.94 | 946.14 |
| Depreciation and amortization expense | 978.25 | 1,847.08 |
| Other expenses | 12,835.30 | 23,070.53 |
| **Total expenses** | **25,316.33** | **47,121.13** |
| **Profit before Tax** | **1,619.25** | **3,546.76** |
| **Tax Expense** | | |
| Current Tax | **707.31** | 652.32 |
| Deferred tax | **(105.99)** | 217.42 |
| **Total Tax Expense** | **601.32** | **869.74** |
| Profit for the period | **1,017.92** | **2,677.02** |
| **Other comprehensive income** | | |
| **Items that will not be reclassified to profit or loss** | | |
| gains / (losses) on defined benefit plans | (5.33) | (17.56) |
| Deferred tax adjustment on revaluation | 13.55 | 14.30 |
| Income tax relating to items that will not be reclassified to profit or loss | 1.86 | 6.14 |
| Net other comprehensive income not to be reclassified to profit or loss in subsequent periods: | 10.09 | 2.88 |
| Other comprehensive income for the period, net of income tax | 10.09 | 2.88 |
| **Total comprehensive income for the period** | **1,028.01** | **2,679.90** |
| Earning Per Equity Share (Face Value of Rs. 10/- each) | | |
| Basic (Rs.) | 4.84 | 12.73 |
| Diluted (Rs.) | 4.84 | 12.73 |

For and on behalf of the Board of Directors
of Artemis Medicare Services Limited

Authorised Signatory

**Chartered Capital And Investment Ltd.**

418-C, "215 ATRIUM", Andheri Kurla Road, Andheri (East), Mumbai-400 093.
Tel.: 91-22-6692 4111 / 6222 • Website : www.charteredcapital.net

The Board of Directors
**Artemis Medicare Services Limited**
Plot No. 14, Sector 20
Dwarka South West,
New Delhi 110075

***Ref :*** ***Amalgamation of Artemis Global Sciences Limited into Artemis Medicare Services Limited under Composite Scheme of Amalgamation between Artemis Global Life Sciences Limited and Artemis Health Sciences Limited and Athena Eduspark Limited and Artemis Medicare Services Limited and their respective shareholders and creditors.***

***Subject:*** ***Compliance Report on the disclosure(s) made in the Information Document dated May 09, 2018 in Compliance with SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017.***

Dear Sir/s,

We, M/s Chartered Capital and Investment Limited, SEBI registered Merchant Banker, having SEBI Registration No. **"INM000004018"** have been appointed by Artemis Medicare Services Limited to provide a Compliance Report with respect to Amalgamation of Artemis Global Sciences Limited into Artemis Medicare Services Limited for the purpose of adequacy and accuracy of disclosure(s) made in the **"INFORMATION DOCUMENT"** dated **May 09, 2018** with respect to Amalgamation of Artemis Global Sciences Limited into Artemis Medicare Services Limited under the Composite Scheme of Amalgamation **("hereinafter refer to as Scheme")** between Artemis Global Life Sciences Limited and Artemis Health Sciences Limited and Athena Eduspark Limited and Artemis Medicare Services Limited and their respective shareholders and creditors **(Hereinafter Collectively referred to as "Companies")**.

**Scope and Purpose of the Compliance Report**

Pursuant to the requirements of SEBI circular no. CFD/DIL3/CIR/2017/21 dated 10th March, 2017, a Compliance Report has to be obtained from an independent Merchant



Regd. Office : 711, Mahakant, Opp. V. S. Hospital, Ellisbridge, Ahmedabad - 380 006.
CIN NO: L45201GJ1986PLC008577

Banker on the information disclosed in information Document in line with information required to be disclosed as per Part D of Schedule VIII of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("**ICDR Regulations**") . The purpose of the report is to inform the shareholders about the information/detail of Unlisted Company to the extent applicable, involved in the scheme in line with the information required to be disclosed in line with Part D of Schedule VIII of ICDR Regulations.

**Sources of the Information**

We have received the following information from the management of the Companies:

1. Proposed Draft Composite Scheme of Amalgamation.
2. Information Document dated May 09, 2018 prepared in accordance with SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017.
3. Information/documents/undertakings etc. provided by Management of Artemis Medicare Services Limited pertaining to disclosures made in information document dated May 09, 2018.

**Disclaimer:**

- **This Report is intended solely for the limited purpose mentioned earlier and should not be regarded as a recommendation to the investors to invest in the Companies or deal in any form in the securities of the Companies.**
- **We have assumed that the documents/information provided by the management of Artemis Medicare Services Limited for the purpose of disclosures in Information Document is complete in all respects.**
- **We have also relied on the information, which is available on the Public Domain.**
- **This report is not meant for meeting any other regulatory or disclosure requirements, save and except as specified above, under any Indian or foreign law, statute, act guideline or similar instruction.**
- **The Management or related parties of Companies are prohibited from using this report other than for its sole limited purpose and not to make a copy of this report available to any party other than those required by statute for carrying out the limited purpose of this report.**

CHARTERED CAPITAL AND INVESTMENT LTD.

- **In no circumstances whatsoever, will Chartered Capital and Investment Limited, its Promoters, Directors and Employees accept any responsibility of liability towards any third party for consequences arising out of the use of this report.**

**Compliance Report**

We in the capacity of SEBI Registered Merchant Banker do hereby certify that the information as disclosed in the Information document dated May 09, 2018, is in line with disclosures required to be made as per Part D of Schedule VIII of ICDR Regulations, the disclosures made with respect to the Unlisted Company i.e "**ARTEMIS MEDICARE SERVICES LIMITED**", are accurate and adequate to the extent applicable and available.

Thanking You
For **Chartered Capital and Investment Limited**

A.K. Gattani

**Amitkumar Gattani**
**Assistant Vice President**

CHARTERED CAPITAL AND INVESTMENT LTD.

**Date:** May 09, 2018

## INFORMATION OF ARTEMIS MEDICARE SERVICES LIMITED('AMSL OR COMPANY') IN TERMS OF SEBI CIRCULAR NO. CFD/DIL3/CIR/2017/21 DATED MARCH 10, 2017 IN RELATION TO THE DRAFT SCHEME OF AMALGAMATION OF ARTEMIS HEALTH SCIENCES LIMITED ("AHSL") AND ATHENA EDUSPARK LIMITED ("AEL") WITH ARTEMIS GLOBAL LIFE SCIENCES LIMITED (AGLSL), AND SUBSEQUENTLY, AGLSL AMALGAMATION WITH ARTEMIS MEDICARE SERVICES LIMITED ("AMSL" OR "COMPANY") THROUGH A COMPOSITE SCHEME OF AMALGAMATION).

ARTEMIS

**ARTEMIS MEDICARE SERVICES LIMITED**

CIN: U85110DL2004PLC126414

The Company was incorporated as a private limited company under the Companies Act, 1956, in the name of Artemis Medicare Services Private Limited, pursuant to a certificate of incorporation dated May 18, 2004, bearing registration number U85110DL2004PTC126414 and subsequently was converted into a Public Limited Company on October 5, 2009 by the Registrar of Companies, National Capital Territory of Delhi & Haryana.

**Registered Office:** Plot No. 14, Sector 20, Dwarka, New Delhi-110075; **Corporate Office (Address for Communication)**: Artemis Hospital, Sector-51 Gurugram-122001 (Haryana). **Tel. No.:**+91-124-6767-000 **Fax:** 91-124-6767-701 **Email:**info@artemishospitals.com **Website**: www.artemishospitals.com **Contact Person and Compliance Officer:** Mr. Navneet Goel **Tel. No.:** +91-124-6767-000 (Ext. 7242) **Fax:** 91-124-6767-701Email: navneetg@artemishospitals.com

### PROMOTER OF THE COMPANY

Artemis Health Sciences Limited (Refer Part I of this Document i.e Promoters of the Company)

### SCHEME DETAILS, LISTING AND PROCEDURE

The Board of Directors of Artemis Global Life Sciences Limited ("**AGLSL**") is proposing amalgamation of its subsidiaries viz. Artemis Health Sciences Limited (**"AHSL")** and Athena Eduspark Limited ("**AEL**") with it, and subsequently, its amalgamation with Artemis Medicare Services Limited ("**AMSL**" or "**Company**") through a composite scheme of amalgamation ("**Composite Scheme**") under the provisions of Section 230 to 232 and other applicable provisions of Companies Act, 2013 read with Regulation 37 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 ("**LODR**"). On the Composite Scheme becoming effective the shareholders of AGLSL would be allotted equity shares in the Company and would become shareholders of the Company as on the determined record date. The shares of AGLSL are listed on BSE and NSE. The equity shares so issued pursuant to the Composite Scheme to the shareholders of AGLSL would be listed on stock exchanges in terms of Regulation 19 of the Securities Contract (Regulation) Rules, 1957. Therefore this Information Document be read accordingly. The shareholders of AGLSL may also download from the website of BSE Limited ("**BSE**"), National Stock Exchange of India Limited ("**NSE**"), AGLSL and AMSL this Information Document, the Composite Scheme as approved by the Board of Directors of AGLSL, AHSL, AEL and AMSL, the valuation report dated May 04, 2018 issued by Chitale & Co, Chartered Accountants, the fairness opinion dated May 09, 2018 issued by Chartered Capital and Investment Limited and other relevant documents related to the Composite Scheme.

Post sanction of the Composite Scheme, the equity shares of the Company are proposed to be listed on BSE and NSE. For the purposes this listing, the Designated Stock Exchange is BSE.

### ELIGIBILITY CRITERIA

There being no initial public offering or rights issue, the eligibility criteria of SEBI (ICDR) Regulations, 2009, does not become applicable.

However, SEBI vide its Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 stated that the listed entity shall include the applicable information pertaining to unlisted entities involved in the scheme in the format prescribed for abridged prospectus as provided in Part D of Schedule VIII of SEBI (ICDR) Regulations, 2009, as amended, and the same has to be annexed with the Notice or explanatory statement or proposal accompanying resolution to be sent to and passed by the shareholders while seeking approval of the scheme.

Accordingly in compliance with Regulation 37 of LODR read with SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017, the Company has submitted the relevant information, as and where applicable to a Unlisted Company, in line with the format for Abridged Prospectus specified in SEBI Circular No. CIR/CFD/DIL/7/2015 dated October 30, 2015 issued under Part D of Schedule VIII of SEBI (ICDR) Regulations, 2009.

### GENERAL RISKS

Investment in equity and equity related securities involve a degree of risk and investors should not invest any funds unless they can afford to take the risk of losing their investment. **Specific attention of the shareholders is invited to the section titled "Internal Risk Factors" on page 7 of this Information Document.**

### PRICE INFORMATION OF MERCHANT BANKER

**Not Applicable** (Since there is no invitation to Public for Subscription by way of this Document)

Artemis Medicare Services Ltd.

## COMPANY'S ABSOLUTE RESPONSIBILITY

The Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Information Document contains all information with regard to the Company, which is material, that the information contained in this Information Document is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Information Document as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.

| MERCHANT BANKER | STATUTORY AUDITORS | COMPLIANCE OFFICER |
|---|---|---|
| **Chartered Capital and Investment Limited**<br>Address :418-C, "215 ATRIUM", Andheri Kurla Road, Andheri (East), Mumbai – 400 093 | **SCV & Co. LLP, Chartered Accountants**<br>New Delhi ( FRN 000235N/N500089)<br>Address : B-41, Panchsheel Enclave, New Delhi – 100 017 | **Mr. Navneet Goel**<br>Address : Plot No. 14, Sector 20, Dwarka, New Delhi-110 075 |

## TABLE OF CONTENTS



Artemis Medicare Services Ltd.

## I. PROMOTERS OF THE COMPANY

A. The Company is wholly owned subsidiary of Artemis Health Sciences Limited ('AHSL'). The Brief details of AHSL are as follows:

| | | |
|---|---|---|
| **Name** | : | Artemis Health Sciences Limited |
| **Date of Incorporation** | : | 28.12.2005 |
| **CIN** | : | U33111DL2005PLC144156 |
| **Registered Office** | : | Plot No. 14, Sector-20, Dwarka, New Delhi - 110075 |
| **Nature of Business** | : | Healthcare Activities through Subsidiary |
| **Names of Directors** | : | Mr. Onkar S Kanwar, Ms. Shalini Kanwar Chand, Mr. Anil Chopra and Mr. Ugar Sain Anand |
| **Name of Promoters** | : | Artemis Global Life Sciences Limited |

B. The AHSL is a wholly owned subsidiary of Artemis Global Life Sciences Limited ('AGLSL'). The Brief details of AGLSL are as follows:

| | | |
|---|---|---|
| **Name** | : | Artemis Global Life Sciences Limited |
| **Date of Incorporation** | : | 25.03.2011 |
| **CIN** | : | L85191DL2011PLC216530 |
| **Registered Office** | : | 414/1, 4th Floor, DDA Commercial Complex District Centre, Janakpuri New Delhi - 110058 |
| **Nature of Business** | : | The Company is engaged in the business of leasing out medical equipments, and it has presently leased out medical equipments to its sub-subsidiary AMSL. The shares of AGLSL are listed on BSE and NSE. |
| **Names of Directors** | : | Mr. Onkar S Kanwar, Mr. Neeraj Kanwar, Mr. Akshaykumar Narendrasinhji Chudasama, Dr. Devlina Chakravarty, Mr. Harish Bahadur, Dr. Sanjaya Baru, Dr. Subbaraman Narayan, Mr. Ugar Sain Anand. |
| **Name of Promoters** | : | Onkar S. Kanwar and Constructive Finance Private Limited |

C. The AHSL is a step down subsidiary of AGLSL, which in turn is promoted by Mr. Onkar S. Kanwar and Constructive Finance Private Limited. Hence, the ultimate promoters of the Company are Mr. Onkar S. Kanwar and Constructive Finance Private Limited. Brief details of the promoters are as follows:

**(1) Individual Promoter – Mr. Onkar S. Kanwar**

Mr. Onkar S. Kanwar, aged 76 years son of Late Shri Raunaq Singh, the co-founder of Apollo Tyres in 1976. He is resident of 3/3, Shanti Niketan, New Delhi-110021. Mr. Kanwar has experience of over 40 years in the manufacturing industry. Presently, Mr Kanwar is the Chairman of the Apollo Tyres Limited. He was the past president of FICCI and former Chairman of Automobile Tyre Manufacture Association (ATMA).

**(2) Corporate Promoter – Constructive Finance Private Limited**

| | | |
|---|---|---|
| **Name** | : | **Constructive Finance Private Limited** |
| **Date of Incorporation** | : | 26.08.1998 |
| **CIN** | : | U67120DL1988PTC250410 |
| **Registered Office** | : | 414/1, 4th Floor, DDA Commercial Complex, District Centre, Janakpuri, New Delhi -110058 |
| **Nature of Business** | : | The Company is registered Non-Banking Financial Institution. The Company's main object is to carry on business of an Investment Company to buy invest in, acquire, hold and deal in shares & other securities. |
| **Names of Directors** | : | Mr. Rajan Sabharwal and Mr. Sudhir Wadhawan |
| **Name of Promoters** | : | Mr. Onkar S. Kanwar |

Artemis Medicare Services Ltd.

D. **Names of top 5 Group Companies of the Company** – AGLSL is the only Listed Group Company (Scrip Code: 540616), Listed on BSE and NSE.

E. **Names of the Top 5 Group Companies (listed and unlisted) of the Company are as set out below:**

| Name of Group Company | Listed/Unlisted |
|---|---|
| Artemis Health Sciences Limited | Unlisted |
| Artemis Global Life Sciences Limited | Listed |
| Athena Eduspark Limited | Unlisted |
| Constructive Finance Private Limited | Unlisted |

F. **Name of the other Listed Companies Promoted by the same Promoters:**

| Name of Promoter | Name of the Listed Company |
|---|---|
| Onkar S Kanwar | Apollo Tyres Limited |
| | PTL Enterprises Limited |
| | Artemis Global Life Sciences Limited |
| Constructive Finance Private Limited | Artemis Global Life Sciences Limited |

## II. BUSINESS MODEL/BUSINESS OVERVIEW AND STRATEGY

**Business Overview**

- The Company was incorporated as a private limited company under the Companies Act, 1956, in the name of Artemis Medicare Services Private Limited pursuant to a certificate of incorporation dated May 18, 2004, bearing registration number U85110DL2004PTC126414 issued by the Registrar of Companies, National Capital Territory of Delhi & Haryana. The Company got converted into a public limited company vide a fresh certificate of incorporation obtained on October 5, 2009. The registered office of the Company is situated at Plot No. 14, Sector 20, Dwarka, New Delhi-110075. The Company has its corporate office at Artemis Hospital, Sector-51 Gurugram-122001 (Haryana).

- The main objects of the Company as set out in its Memorandum of Association inter alia include:
  1. To purchase, sell, manage, improve, maintain, obtain/give on lease, promote, administer, operate and otherwise deal and obtain license for running hospitals, clinics, nursing homes, pharmacy, dispensaries, maternity homes, old age homes, health resorts and health clubs, all types of ambulatory services, polyclinics, medical centers, child & women welfare and family planning centers, diagnostic centers, health aids and research centers/laboratory and to undertake all kinds of medical and health care activities in India and/or abroad.
  2. To undertake, promote, assist or engage in all kinds of research including clinical and development work required to promote, assist or engage in setting up hospitals, any type of healthcare/medical relief centers and facilities for manufacturing medical equipments, apparatus and instruments etc. in India as well as abroad.

- The Company is engaged in the business of managing and operating of multi-specialty hospitals and commenced its commercial operation by setting up the Artemis Hospital (Formerly Artemis Health Institute) at Gurugram on July 16, 2007 (Source: Annual Report).

- The Company has also successfully received accreditation from the Joint Commission International (JCI), National Accreditation Board for Testing and Calibration Laboratories (NABL) and also from National Accreditation Board for Hospitals & Healthcare Providers (NABH) for Artemis Hospital, Sector-51, Gurugram.

**Business Strategy**

The Company is engaged in the business of tertiary health care services which attracts patients from across the globe. However, the Company intends to remain prominent player in providing health care services in India.

Artemis Medicare Services

## III. BOARD OF DIRECTORS OF THE COMPANY

**(1) Details of Board of Directors as on date:**

| Name | Designation | Experience including current / past position held in other firms | Directorship in Other Companies |
|---|---|---|---|
| Mr. Onkar S Kanwar | Chairman and Non-Executive Director | Refer para C (1) of 'PART I – Promoters of the Company' of this Information Document. | • OSK Consultants LLP<br>• O & T Consultants LLP<br>• PTL Enterprises Limited<br>• Apollo Tyres Limited<br>• Artemis Global Life Sciences Limited<br>• Artemis Health Sciences Limited<br>• Leto Realtors Private Limited<br>• Classic Auto Tubes Limited |
| Ms. Shalini Kanwar Chand | Non-Executive Director | Ms. Shalini Kanwar Chand, aged 50 years, is experienced in Strategic Planning, New Business Developments, Marketing Strategy and Team Building. | • Artemis Health Sciences Limited |
| Mr. Neeraj Kanwar | Non-Executive Director | Mr. Neeraj Kanwar, aged 46 years, is the Vice Chairman & Managing Director of Apollo Tyres Limited. He is also associated with various industry associations and was the former Chairman of the Automotive Tyres Manufacturer's Association, India. | • PTL Enterprises Limited<br>• Apollo Tyres Limited.<br>• Artemis Global Life Sciences Limited<br>• Sunlife Trade Links Private Limited |
| Dr. Nirmal Kumar Ganguly | Non - Executive Director | Dr Nirmal Kumar Ganguly aged 76 years, is Biotechnology Research Professor at the National Institute of Immunology, New Delhi. He is also President of the Jawaharlal Institute of Post Graduate Medical Education and Research, Pondicherry. He is former Director General of the Indian Council of Medical Research. | • Gennova Biopharmaceuticals Limited |
| Dr. Devlina Chakravarty | Executive Director (Wholetime Director) | Dr Devlina Chakravarty aged 50 years, 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 AMSL. She is the Whole time Director of the Company designated as Executive Director of the Company. | • Artemis Global Life Sciences Limited |
| Mr. Akshay Kumar Narendrasinhji Chudasama | Independent Director | Mr Akshay Chudasama, aged about 48 years, is the partner of a leading legal firm, Shardul Amarchand Mangaldas. He has been practicing Law since 1994 and has experience in Mergers & Acquisitions, Joint Ventures, Cross Border Investments, Private Equity, Real Estate, Hospitality, Franchising and Media & Entertainment Law.. | • Wyoma Art Consultants LLP<br>• Raymond Limited<br>• Bata India Ltd<br>• PTL Enterprises Limited<br>• Apollo Tyres Limited<br>• Artemis Global Life Sciences Limited<br>• Kalyan Jewellers India Limited<br>• Wyosha Real Estates Private Limited |
| Dr. Sanjaya Baru | Independent Director | Dr. Sanjaya Baru, aged 63 years, is one of India's most respected and influential commentators on political and economic issues. After serving as a consulting senior fellow of the IISS from September 2008, he became the first director of the institute's Geo-economics and Strategy programme in 2011, analysing the interplay between economics and geopolitics at the global level. From 2016, he moved to focusing on India for | • Wockhardt Limited<br>• Artemis Global Life Sciences Limited<br>• Parampara Family Business Institute<br>• Invest India |

Artemis Medicare Services Ltd

| | | | |
|---|---|---|---|
| | | the IISS. Dr Baru was the Official Spokesman and Media Advisor to the Prime Minister of India from May 2004 until August 2008. He is a former editor of the leading Indian financial newspapers The Business Standard and The Financial Express, and associate editor of The Economic Times and The Times of India. | |
| Dr. Subbaraman Narayan | Independent Director | Dr. Subbaraman Narayan, IAS (Retd.) aged 74 years, served the Government of India as Finance and Economic Affairs Secretary. Dr. Narayan was also Secretary in the Departments of Revenue, Petroleum and Industrial Development. He has experience of 40 years in implementation of economic policies and monitoring of the special economic agenda of the Cabinet on behalf of Prime Minister`s Office. | • Seshasayee Paper And Boards Limited<br>• Dabur India Limited<br>• Apollo Tyres Limited.<br>• IIFL Holdings Limited<br>• Artemis Global Life Sciences Limited<br>• Castlewood Trading Private Limited<br>• IIFL Wealth Finance Limited<br>• Andhra Pradesh Urban Infrastructure Asset Management Limited<br>• Yogya Systems Private Limited<br>• Shanti Narayan Foundation |

## IV. OBJECTS OF THE SCHEME

(A) **General Objects of the Issue**

The Board of Directors of AGLSL is proposing amalgamation of its subsidiaries viz. AHSL and AEL with it, and subsequently, its amalgamation with Company through a composite scheme of amalgamation under the provisions of Section 230 to 232 and other applicable provisions of Companies Act, 2013 read with Regulation 37 of LODR. Upon the Composite Scheme becoming effective the Company shall, without any further act, application, instrument or deed, issue and allot in the ratio of 1 equity shares of face value Rs.10 each of the Company for every 5 equity shares of face value Rs. 2 each of AGLSL to each shareholder of AGLSL whose name appears in the register of members of AGLSL as on the record date ("**Share Exchange Ratio**"). The Share Exchange Ratio was computed and recommended by Chitale & Co., Mumbai ("**Valuer**") who have submitted the valuation report dated May 04, 2018 containing their recommendations. AGLSL and the Company have also sought and obtained Fairness Opinion on the valuation carried out by the Valuer from Chartered Capital and Investment Limited. The said merchant banker after reviewing the methodology and fairness of valuation arrived at by the Valuer has opined that the valuation carried out by the Valuer and the Share Exchange Ratio recommended is fair. The board of directors of AGLSL and the Company based on and relying upon the experts have come to the conclusion that the proposed Share Exchange Ratio is fair and reasonable to the shareholders of AGLSL and Company and have accepted the said Share Exchange Ratio. Pursuant to the Composite Scheme there is no issue of shares to the public at large, except to the existing shareholders of AGLSL as on the determined record date. The equity shares so issued pursuant to the Composite Scheme to the shareholders of AGLSL would be listed on stock exchanges in terms of Regulation 19 of the Securities Contract (Regulation) Rules, 1957.

(B) **Means of financing**: Not Applicable
(C) **Schedule of Deployment of Issue Proceeds**: Not Applicable
(D) **Name of Monitoring Agency**: Not Applicable
(E) **Terms of Issuance of convertible security:** Not Applicable
(F) **Shareholding Pattern**

| Category | No of Equity Shares (Pre Scheme of Amalgamation) | Percentage Holding (Pre Scheme of Amalgamation) | No of Equity Shares (Post Scheme of Amalgamation) | Percentage Holding (Post Scheme of Amalgamation) |
|---|---|---|---|---|
| **Promoter and promoter Group** | 21,035,000* | 100% | 92,43,079 | 69.82% |
| **Public Shareholders** | 0 | 0.00% | 39,94,621 | 30.18% |
| Total | 21,035,000 | 100.00% | 1,32,37,700 | 100.00% |

***Note: Promoter Shareholding includes shares being held through nominees**

(G) **Number/amount of equity shares proposed to be sold by Selling Shareholders, if any – Not Applicable**

Artemis Medicare Services

## V. AUDITED FINANCIALS OF THE COMPANY

(Rs. In Lakhs)

| Particulars | FY 2017-18* | FY 2016-17* | FY 2015-16 | FY 2014-15 | FY 2013-14 |
|---|---|---|---|---|---|
| Total income from operations (net) | 50,277.13 | 45,899.55 | 40,179.45 | 36,736.95 | 26,116.29 |
| Net Profit / (Loss) before tax and extraordinary items | 3,546.76 | 3,239.62 | 2,741.42 | 2,107.88 | 670.65 |
| Net Profit / (Loss) after tax and extraordinary items | 2,677.02 | 2,706.68 | 2,164.39 | 1,857.79 | 670.65 |
| Equity Share Capital | 2,103.50 | 2,103.50 | 2,103.50 | 2,103.50 | 2,103.50 |
| Reserves and Surplus | 21,002.02 | 18,322.12 | 16,286.96 | 13,463.66 | 11,605.88 |
| Net worth | 23,105.52 | 20,425.62 | 18,390.46 | 15,567.16 | 13,709.38 |
| Basic earnings per share (Rs.) | 12.73 | 12.87 | 10.29 | 8.83 | 3.19 |
| Diluted earnings per share (Rs.) | 12.73 | 12.87 | 10.29 | 8.83 | 3.19 |
| Return on net worth (%) | 11.59 | 13.25 | 11.77 | 11.93 | 4.89 |
| Net asset value per share (Rs.) | 109.84 | 97.10 | 87.43 | 74.01 | 65.17 |

*Figures are based on the statutory financial statements prepared in accordance with the Ind AS as prescribed u/s 133 of the Companies Act, 2013.

## VI. INTERNAL RISK FACTORS

**The below mentioned risks are the top 10 risk factors:**

- ***Operations***: The Company's attracts medical tourism from countries across the globe and hence risks in multiple countries that could affect the Company's business.
- ***Dependence on Doctors and Medical Staff***: The Hospital is highly dependent on its doctors, nurses and other healthcare professionals, as well as other key personnel, and the loss of, or inability to attract or retain, them could adversely affect the business, cash flows and operations. Arrangements with some of the doctors may give rise to conflicts of interest and time-allocation constraints and affect the Hospital's operations.
- ***Revenue***: Company's revenue is dependent on inpatient treatments, ancillary services and outpatient primary care, which could decline due to a variety of factors. If the Hospital does not receive payments on a timely basis from private healthcare insurers, government sponsored insurance, corporate clients or individual patients, business, cash flows and results of operations of the Company may be adversely affected. Further, a portion of the revenues is derived from arrangements with insurance providers and Government schemes, and any adverse change in these relationships may adversely affect business, results of operations, cash flows and prospects of the Company. The Hospital depends on third-party manufacturers for equipment and reagents and the discontinuation or recall of existing equipment and/or reagents could affect the business, financial condition, results of operations and cash flows.
- ***Expansion***: If the Company is unable to identify expansion opportunities or if the Company experiences delays or other problems in implementing such projects, the Company's growth, financial condition, cash flows and results of operations may be adversely affected.
- ***Subsidies***: Some of the healthcare facilities are required, and other healthcare facilities may be required in the future, to provide free or subsidised medical services to patients belonging to economically disadvantaged sections of the society and certain other patients. This may affect the business, cash flows and results of operations of the Company.
- ***Indebtedness***: The Company's indebtedness, the conditions and restrictions imposed by financing arrangements may limit the Company's ability to acquire more healthcare facilities and increase growth.
- ***Legal Proceedings***: The Company is involved in certain legal proceedings, adverse developments related to which could adversely affect the Company's business, financial condition, cash flows and results of operations. The Company may be subject to liabilities and negative publicity arising from the risks of providing medical services including those resulting from claims of malpractice and medical negligence.
- ***Regulations:*** The Company operates in a regulated industry and its inability to obtain, renew or maintain statutory and regulatory permits and approvals required to operate our business may materially and adversely affect the Company's business, financial condition, results of operations, cash flows and prospects. Compliance with applicable safety, health, environmental and other governmental regulations may be costly and adversely affect the Company's competitive position and results of operations. Further, government policy and focus on healthcare for all will emphasis affordability of prices by the masses and accordingly, Government may place such regulations which may put pressure on the margins of the tertiary care hospitals whose operating costs are already high due to various prevailing factors.
- ***Technology***: In the course of providing medical services, the Company needs to keep abreast with rapid technological changes, frequent new equipment and product introductions, changes in patients' needs and evolving industry standards. The Company is vulnerable to failures of its information technology systems, which could adversely affect the Company's business.
- ***Heightened competitive intensity***: The increasing propensity for entrepreneurs and business houses to enter into the healthcare business has resulted in a spike in setting up of greenfield facilities, JVs and acquisitions. In order to make these ventures remunerative after having invested significant funds, there is a chance that some of these players may resort to unsustainable pricing in order to gain market share. Further, the emergence and existence of several domestic hospital chains combined with the entry of international players is leading to an increased number of competitors chasing finite resources such as land, quality medical professionals and potential acquisition targets. Several countries in the Asia-Pacific region have woken up to the opportunity to attract Medical Tourists. These countries are providing incentives to domestic service providers in the form of subsidized capital, ease in permissions and tax benefits. Further, due to enhanced infrastructure and simplified visa norms, they are poised to grab a larger share of the opportunity.

Artemis Medicare Services

## VII. SUMMARY OF OUTSTANDING LITIGATIONS, CLAIMS AND REGULATORY ACTIONS

**(A) Total number of outstanding litigations against the company and amount involved**

AMSL is involved in 23 litigations against them. Total Amount involved in all the litigations, wherever quantifiable is Rs. 8,31,26,163/-.

**(B) Brief details of top 5 material outstanding litigations against the company and amount involved**

| Sr. No | Particulars | Litigation Filed by | Current Status | Amount Involved (Rs) |
|---|---|---|---|---|
| 1. | Alleged deficiency in medical services | Sh. Satya Prakash Yadav | Pending with National Consumer Disputes Redressal Commission | 3,04,95,000/- |
| 2. | Alleged deficiency in medical services | Sh. Ashok Makkar | Pending with National Consumer Disputes Redressal Commission | 1,28,68,603/- |
| 3. | Alleged deficiency in medical services | Mr. R.S. Jakhar & Others | Pending with National Consumer Disputes Redressal Commission | 1,19,18,000/- |
| 4. | Alleged deficiency in medical services | Mrs. Nirmala Devi & Others | Pending with National Consumer Disputes Redressal Commission | 1,10,00,000/- |
| 5. | Alleged deficiency in medical services | Baby Gunnu (minor) through her farther | Pending with District Consumer Forum, Gurugram | 20,00,000/- |

**(C) Total number of outstanding litigations by the company and amount involved**

There are 7 litigations by the Company. Total Amount involved in all the litigations, wherever quantifiable is Rs. 54,48,40,714/-.

**(D) Brief details of top 5 material outstanding litigations by the company and amount involved**

| Sr.No | Particulars | Litigation Filed Against | Current Status | Amount Involved (Rs) |
|---|---|---|---|---|
| 1. | Haryana Urban Development Authority has raised the demand for payment of additional price for the land allotted to the Company at Sector-51, Gurugram | Haryana Urban Development Authority, Panchukla, Haryana and Others | Civil writ petition under Article 226 read with Article 227 of Constitution of India was filed with the High Court for States of Punjab and Haryana High Court at Chandigarh and is pending. | 13,09,03,207/- |
| | Haryana Urban Development Authority has raised the demand for payment of additional price for the land allotted to the Company at Sector-51, Gurugram | | | 6,91,41,669/- |
| | Haryana Urban Development Authority has raised the demand for payment of additional price for the land allotted to the Company at Sector-51, Gurugram | | | 18,33,79,960/- |
| | Haryana Urban Development Authority has imposed penalty for non-payment of additional price of the land allotted to the company at Sector-51, Gurugram | | | 1,95,43,127/- |
| 2. | Service Tax Department issued demand notice alleging that the Company is providing support services to the visiting doctors/consultants by providing them with the facilities and administrative support and shall be liable to pay Service Tax on the | | Company filed an appeal before Customs, Excise & Service Tax Appellate Tribunal, Chandigarh challenging the Service Tax demand and imposition of | 4,07,67,733/- |

Artemis Medicare Services Ltd.

8

| | | | | |
|---|---|---|---|---|
| | amount retained by the Company from the contractual doctors fee. | | penalty by Service Tax department and pending for disposal. | |
| | Service Tax Department issued demand notice alleging that the Company is providing support services to the visiting doctors/consultants by providing them with the facilities and administrative support and shall be liable to pay Service Tax on the amount retained by the Company from the contractual doctors fee | Commissioner of Service Tax Commissionerate Delhi-IV, Haryana | | 1,69,31,850/- |
| | Service Tax department imposed penalty on non-payment of Service Tax demanded vide Demand-cum-Show Cause Notice No. 66/Audit/2013-14 dated 10.10.2013 and Show Cause Notice No. 22/ST/GGN/2015-16 | | | 4,24,81,918/- |
| 3. | Company approached Arbitration for a civil dispute with its Vendor | Green India Building System & Services Pvt Ltd | Appointment of Arbitrator is in process | 2,45,65,993/- |
| 4. | MCG issued multiple assessment order of same period for different amounts. An appeal filed against the order of Joint Commissioner, Municipal Corporation, Gurugram | Municipal Corporation of Gurgaon & Others | Pending with Divisional Commissioner, Gurugram | 1,56,25,257/- |
| 5. | Appeal by Artemis and Insurance Co. against the orders of State Consumer Disputes Redressal Commission, Panchkula | Sh. Ram Avtar Koslia and Others | Pending with National Consumer Disputes Redressal Commission | 15,00,000/- |

**(E) Regulatory Action, if any - disciplinary action taken by SEBI or stock exchanges against the Promoters / Group companies in last 5 financial years including outstanding action, if any**

NIL

**(F) Brief details of outstanding criminal proceedings against Promoters**

NIL

## VIII. OTHER REGULATORY AND STATUTORY DISCLOSURES

- **Authority for the Scheme:**

  The Composite Scheme has been approved by the Board of Directors of the Company in their meeting held on May 09, 2018. The same is subject to the approval from the SEBI, Shareholders, Stock Exchanges, National Company Law Tribunal, Delhi Branch, Regional Director, Registrar of Companies, Official Liquidator and such other regulatory authorities, as may be applicable.

- **Expert opinion obtained, if any:**

  Valuation Report and Fairness Opinion

- **Documents for Inspection:**

  1. Memorandum and Articles of Association of the Company
  2. Audited Financial Statement for the last five Financial Years
  3. Shareholding Pattern of the Company as on May 09, 2018
  4. Draft Scheme of Amalgamation
  5. Valuation Report issued by Chitale & Co, Chartered Accountants, (FRN No : 144857W)
  6. Fairness Opinion on Valuation Report issued by Chartered Capital and Investment Limited, SEBI registered Merchant Banker, having SEBI Permanent Registration No. INM000004018
  7. Networth Certificate Pre and Post Scheme

- **Time and Place of Inspection of Documents:**

  Copies of the above mentioned Documents may be inspected at the Registered Office of our Company situated at Plot No. 14, Sector 20, Dwarka, New Delhi-110075 between 10.00 a.m. and 2.00 p.m. from Monday to Friday, except public holidays from the date of this Information Document until the Listing Approval.

**Other Information: Actions by Statutory / Regulatory Authorities**

**Litigation relating to the promoter – Mr. Onkar S. Kanwar** [*Source: www.bseindia.com: Information Memorandum of Artemis Global Life Sciences Limited dated April 12, 2017*]

*FEMA*
The Directorate of Enforcement issued show cause notices to Apollo Tyres Limited (ATL) and certain officers of ATL, on the ground that ATL acquired and remitted foreign exchange for purposes of import but failed to submit bills of entry as evidence of import to the authorized dealer. The Directorate of Enforcement imposed penalties of an aggregate of Rs. 3.70 million on ATL, and Rs. 0.33 million on AT Directors. The Special Director, Directorate of Enforcement, New Delhi, by order dated October 22 2003, reduced penalty to Rs. 0.10 million on ATL and imposing penalty of Rs. 25,000 each, on ATL Managing Director, Mr. Onkar S. Kanwar Mr. Onkar S. Kanwar filed appeal before the Appellate Tribunal for Foreign Exchange, which dismissed their appeal by order dated February 10, 2009. Mr. Onkar S. Kanwar filed appeal in the High Court of Kerala, which stayed the Appellate Tribunal's order.
The Directorate of Enforcement, New Delhi, by order dated April 4, 2008, imposed penalty of Rs. 0.30 million on ATL and Rs. 0.10 million on the Managing Director, Mr. Onkar S. Kanwar, for not producing evidence of import of goods. Mr. Onkar S. Kanwar filed appeal before the Appellate Tribunal for Foreign Exchange, which dismissed appeal by order dated September 18, 2008. Mr. Onkar S. Kanwar filed appeal in the High Court of Kerala, which stayed the Appellate Tribunal's order.

## IX. DECLARATION

We hereby declare that all relevant provisions of the Companies Act, 1956, the Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this document is contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992, Securities Contract (Regulation) Act, 1956, Securities Contract (Regulation) Rules, 1957 or rules made or guidelines or regulations issued there under, as the case may be. We further certify that all statements in this document are true and correct.

**For Artemis Medicare Services Limited**

Artemis Medicare Services Ltd.

**Navneet Goel**
**(Company Secretary)**
**ICSI Membership No.: F5919**
**Address: 377/11, Patel Nagar, New Mandi, Muzaffarnagar-251001, Uttar Pradesh**

**Place:** Gurugram
**Date:** Wednesday, May 09, 2018

**IN THE NATIONAL COMPANY LAW TRIBUNAL BENCH III AT NEW DELHI**

**Application No. CA (CAA)-165/ND/2018**

In the matter of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013.

AND

In the matter of Sections 230 to 232 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 read with Companies (Compromises, Arrangements, and Arrangements) Rules, 2016;

AND

In the matter of Scheme of Amalgamation of between Artemis Global Life Sciences Limited, Artemis Health Sciences Limited, Athena Eduspark Limited and Artemis Medicare Services Limited and their respective shareholders and creditors.

| | | |
|---|---|---|
| **Artemis Medicare Services Limited**<br>a public limited company incorporated under the provisions of the Companies Act, 1956 and being a Company within the meaning of Companies Act, 2013, having CIN No. **U85110DL2004PLC126414** with its registered office at Plot No. 14, Sector-20 Dwarka New Delhi South West Delhi 110075 | )<br>)<br>)<br>)<br>)<br>)<br>) | Applicant Company No. 4 |

**PROXY FORM**

Name of the secured creditor(s) & Registered address:

E-mail Id:

I/we, being the secured creditor(s) of Artemis Medicare Services Ltd. for an amount of Rs. ______________, hereby appoint:

1) Name_______________________________ Address_____________________________________

Email Id____________________________ Signature____________________ of failing him

2) Name______________________________ Address_____________________________________

Email Id____________________________ Signature____________________ of failing him

3) Name_______________________________ Address_____________________________________

Email Id____________________________ Signature____________________ of failing him as my/our proxy to attend and vote for me/us and on my/our behalf at the **meeting of Secured Creditors of the Company to be held on 27th January, 2019 at 12.00 PM (IST) at 414/1, 4th Floor, DDA Commercial Complex, District Centre, Janakpuri, New Delhi-110058** for the purpose of considering and, if thought fit, approving, with or without modification(s), the Scheme of Amalgamation between Artemis Global Life Sciences Limited, Artemis Health Sciences Limited, Athena Eduspark Limited and Artemis Medicare Services Limited and their respective shareholders and creditors ("**Scheme of Amalgamation**") and at any adjournment/ adjournments, to vote, for me/us and in my/our name(s)______________________________ (here if for, insert 'FOR'; if against, insert 'AGAINST') the said Scheme of Amalgamation either with or without modifications as my/our proxy may approve.

Signed this ____ day of ____________, 2018

Signature of Secured Creditor(s) __________________________

Signature of Proxy holder(s) _______________________

| |
|---|
| Insert Revenue Stamp of not less than Re.1/- |

**Notes:**

1. This form of proxy in order to be effective should be duly completed and submitted at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting. In case of multiple Proxies, the Proxy received later in time shall be accepted.
2. This Form of Proxy shall be signed by the Secured Creditor or his/their duly authorised attorney, or if Secured Creditor is a body corporate, it shall be duly sealed and signed by an officer or an attorney. The Proxy Form which is unstamped or inadequately stamped or where the stamps have not been cancelled or is undated or which does not state the name of the Proxy shall not be considered valid. All alterations made in the Form of Proxy should be initialled.
3. The submission by a secured creditor of this form of proxy will not preclude such creditor from attending in person and voting at the meeting. If both secured creditor and proxy attend the meeting, the proxy shall stand automatically revoked.

# ARTEMIS MEDICARE SERVICES LIMITED

Regd. Office: Plot No. 14, Sector-20 Dwarka, New Delhi-110075
CIN – U85110DL2004PLC126414, Email – info@artemishospitals.com
Tel: 0124 – 6767999, Fax: (0124) – 6767701

## ATTENDANCE SLIP

Name of the Secured Creditor(s) & Registered address:

E-mail Id:

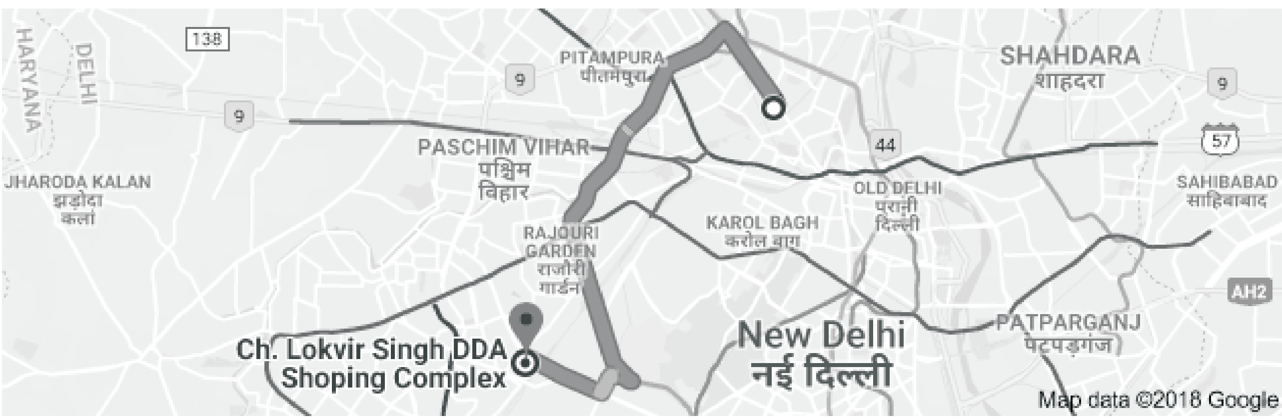
I being a Secured Creditor of the Company, hereby record my presence at the meeting of Secured Creditor of the Company to be held 27th January, 2019 at 12.00 PM (IST) at 414/1, 4th Floor, DDA Commercial Complex, District Centre, Janakpuri, New Delhi-110058.

| Name of Secured Creditor/ Proxy* | Signature |
|---|---|
| | |

* Strikeout whichever is not applicable

***Please hand over the duly filled in and signed attendance slip at the entrance of the meeting venue.***

# Route Map


HARYANA
DELHI
138
9
PITAMPURA
पीतमपुरा
SHAHDARA
शाहदरा
PASCHIM VIHAR
पश्चिम
विहार
44
57
JHARODA KALAN
झड़ोदा
कलां
OLD DELHI
पुरानी
दिल्ली
SAHIBABAD
साहिबाबाद
RAJOURI
GARDEN
राजौरी
गार्डन
KAROL BAGH
करोल बाग
AH2
PATPARGANJ
पटपड़गंज
Ch. Lokvir Singh DDA
Shoping Complex
New Delhi
नई दिल्ली
Map data ©2018 Google