

# PUBLIC ANNOUNCEMENT FOR THE SHAREHOLDERS OF ARTEMIS MEDICARE SERVICES LIMITED

CIN: U85110DL2004PLC126414

**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.:** +91-124-4511111 **Fax:** 91-124-4588899 **Email:** info@artemishospitals.com, **Website:** www.artemishospitals.com **Contact Person and Compliance Officer:** Mr. Rakesh Kumar Kaushik  
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**STATUTORY ADVERTISEMENT IN COMPLIANCE OF CLAUSE A(5) OF PART III OF ANNEXURE I OF SECURITIES AND EXCHANGE BOARD OF INDIA ("SEBI") CIRCULAR NO. CFD/DL3/CIR/2017/21 ISSUED BY SEBI DATED MARCH 10, 2017 READ WITH SUB-RULE (7) OF RULE 19 OF THE SECURITIES CONTRACT (REGULATIONS) RULES, 1957 ("SCRR") PURSUANT TO GRANT OF RELAXATION BY SEBI FROM THE APPLICABILITY OF RULE 19(2)(B) OF SCRR**

**SYNOPSIS OF SCHEME OF AMALGAMATION**

The National Company Law Tribunal, Delhi Bench vide its order dated 30th September 2019 approved the amalgamation of Artemis Health Sciences Limited ("AHS"), Athena Eduspark Limited ("AEL") and Artemis Global Life Sciences Limited ("AGLSL") 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").

**Sequence of the Amalgamation**

The Composite Scheme between AGLSL, AHS, AEL, AMSL and their respective shareholders and creditors deals with two distinct mergers to occur sequentially i.e.:

- (i) Merger of AHS and AEL with AGLSL i.e. merger of subsidiary and sub-subsidiary with the Company, which is covered under Part II of the Composite Scheme ("First Merger"). Under the First Merger, upon the Composite Scheme becoming effective, all the assets, liabilities (whether or not recorded in the books of accounts of AHS and AEL), properties, estates, rights, title, interests, contracts, proceedings, employees and related retirement funds, taxes and the entire business and undertaking of each of AHS and AEL, shall stand transferred to and vested in or be deemed to have been transferred to or vested in AGLSL, with effect from the appointed date relevant to the First Merger.
- (ii) Merger of AGLSL (after giving effect to the First Merger) into AMSL i.e. a reverse merger of holding company into subsidiary, which is covered under Part III of the Composite Scheme ("Second Merger"). Under the Second Merger, upon the Composite Scheme becoming effective and the First Merger has taken effect, all the assets, liabilities (whether or not recorded in the books of accounts of AGLSL), properties, estates, rights, title, interests, contracts, proceedings, employees and related retirement funds, taxes and the entire business and undertaking of AGLSL (including assets, liabilities (whether or not recorded in the books of accounts of AHS and AEL), properties, estates, rights, title, interests, contracts, proceedings, employees and related retirement funds, taxes and the entire business and undertaking of each of AHS and AEL, which were merged into AGLSL pursuant to the First Merger), shall stand transferred to and vested in or be deemed to have been transferred to or vested in AMSL, with effect from the appointed date relevant to the Second Merger.

Both, the First Merger and Second Merger are in accordance with the provisions of Section 2(1B) and other relevant provisions of the Income-tax Act, 1961.

The appointed date for the First Merger is the opening of business on 1st April 2018 and the appointed date for the Second Merger is 1st April 2018, immediately after giving effect to the amalgamation under the First Merger. The Composite Scheme has come into effect on 14th October 2019.

**Share Exchange Ratio – Consideration**

In relation to the First Merger, the shares held by AGLSL directly in AHS and indirectly in AEL (through AHS) have been cancelled, hence no share issuance. For the Second Merger, AMSL has on 26th October 2019 issued and allotted equity shares to each shareholder of AGLSL on Record Date (i.e. 25th October 2019) in the ratio of 1:5 i.e. 1 (one) equity share of Rs. 10/- each of AMSL issued for every 5 (five) equity share of Rs.2/- each of AGLSL held by the shareholder(s) of AGLSL ("Share Exchange Ratio"). An aggregate of 1,32,37,700 equity shares of AMSL have been issued to shareholders of AGLSL as on record date. In terms of the Composite Scheme, the shares of AMSL would be listed on BSE and NSE in terms of the rules, regulations and circulars issued by them in this behalf.

**A. Name and Address of its registered office**

**Name:** Artemis Medicare Services Limited  
**CIN:** U85110DL2004PLC126414  
**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.:** +91-124-4511-111 **Fax:** 91-124-4588-899

**B. Details of change of name and/or object clause;**

The Company was incorporated as a private limited company under the Indian 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 Delhi and subsequently was converted into a public limited company on October 5, 2009 by the Registrar of Delhi and the name of the Company was changed to Artemis Medicare Services Limited.

**Change in Object clause of the Company:**

| Date of Resolution | Details of Change   | Object Clause inserted   |
|--------------------|---|--|
| 5th August 2016    | A new set of Memorandum of Association as adopted by the shareholders in the AGM held on 05th August 2016 in order to rationalize and expand the main objects clause of the Company and to bring them in line with the requirements of Companies Act. | All the new objects of the Company are inserted below of this table: |

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.
3. 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.
4. To establish, run, promote and make investment in the educational institutions, schools, colleges, for imparting medical and healthcare education and management training in the field of medicine, nursing, physical medicine, rehabilitative medicine, pharmacy and allied medical administration and management of such medical institutions including health and hospital management, training and development, pharmaceutical management, hospitality, programmes for skills and competency development, training and certification of professionals and/or post-graduate students in India as well as abroad, in accordance with applicable laws/guidelines.
5. To research, design, manufacture, import, export, buy, sell, and otherwise deal in all types of pharmaceuticals, organic and in-organic chemicals, medicines including all types of alternate medicines/therapies, drugs & intermediates and all kinds of equipment and instrumentation for medical and healthcare activities and to carry on in India or abroad any business activities of rendering support services of all types and kinds including forex services, e-commerce services, catering & food services, tailoring, washing & laundering with the objective of delivering solutions in relation to the medical and healthcare services provided to be provided by the Company.
6. To carry on the business activities of medical publications and manufacturing of articles made from paper & cardboard, books, magazines, periodicals, brochures, pamphlets, catalogues, booklets, leaflets, bulletins, posters, newsletters, photographs, stationary, artist material, office requisites, packing materials, instructions and teaching materials, direct mailers and printed matters for publicity and advertisement in India or elsewhere and to provide all types of management consultancy and business development services in relation to medical and healthcare services provided by the Company.

**C. CAPITAL STRUCTURE PRE AND POST SCHEME OF AMALGAMATION**

Share Capital of the Company Pre Composite Scheme (i.e. as on 25th October 2019, the Record Date)

| Particulars  | Amount (Rs.)          |
|--|-----------------------|
| <b>Authorized Capital</b>  |                       |
| 2,50,00,000 (Two Crores And Fifty Lacs) equity shares of Rs. 10/- each                                   | 25,00,00,000/-        |
| <b>Total</b>   | <b>25,00,00,000/-</b> |
| <b>Issued Capital</b>  |                       |
| 2,10,35,000 (Two Crores Ten Lacs and Thirty Five Thousand) equity shares of Rs. 10/- each                | 21,03,50,000/-        |
| <b>Total</b>   | <b>21,03,50,000/-</b> |
| <b>Subscribed Capital</b>  |                       |
| 2,10,35,000 (Two Crores Ten Lacs and Thirty Five Thousand) equity shares of Rs. 10/- each                | 21,03,50,000/-        |
| <b>Total</b>   | <b>21,03,50,000/-</b> |
| <b>Paid Up Capital</b>   |                       |
| 2,10,35,000 (Two Crores Ten Lacs and Thirty Five Thousand) equity shares of Rs. 10/- each, fully paid up | 21,03,50,000/-        |
| <b>Total</b>   | <b>21,03,50,000/-</b> |

Share Capital of the Company Post Scheme (i.e. as on 26th October 2019, the Allotment Date)

| Particulars   | Amount (Rs.)          |
|---|-----------------------|
| <b>Authorized Capital</b>   |                       |
| 6,95,50,000 (Six Crores Ninety-Five Lacs and Fifty Thousand) equity shares of Rs. 10/- each                         | 69,55,00,000/-        |
| 50,000 (Fifty thousand) Preference Shares of Rs. 100/- each   | 50,00,000/-           |
| <b>Total</b>  | <b>70,05,00,000/-</b> |
| <b>Issued Capital</b>   |                       |
| 1,32,37,700 (One Crore Thirty Two Lacs Thirty Seven Thousand and Seven Hundred Only) Equity shares of Rs. 10/- each | 13,23,77,000/-        |
| <b>Total</b>  | <b>13,23,77,000/-</b> |
| <b>Subscribed Capital</b>   |                       |
| 1,32,37,700 (One Crore Thirty-Two Lacs Thirty Seven Thousand and Seven Hundred Only) Equity shares of Rs. 10/- each | 13,23,77,000/-        |
| <b>Total</b>  | <b>13,23,77,000/-</b> |
| <b>Paid Up Capital</b>  |                       |
| 1,32,37,700 (One Crore Thirty-Two Lacs Thirty-Seven Thousand and Seven Hundred Only) Equity shares of Rs. 10/- each | 13,23,77,000/-        |
| <b>Total</b>  | <b>13,23,77,000/-</b> |

**D. Shareholding Patten of the Company**

The present shareholding pattern of the Company (post allotment of equity shares in terms of the Composite Scheme) is as below:

**SHAREHOLDING PATTERN OF THE COMPANY AS PER REGULATION 31 OF THE SEBI (LISTING OBLIGATIONS & DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**  
General Information about the Company

|  |                                   |
|--|-----------------------------------|
| Scrip code   | Applied                           |
| NSE Symbol   | Applied                           |
| MSEI Symbol  | --                                |
| ISIN   | INE025R01013                      |
| Name of the entity   | Artemis Medicare Services Limited |
| Whether Company is SME   | No                                |
| Class of Security  | Equity                            |
| Type of Report   | Pre-Listing                       |
| Quarter ended/Half year ended/Date of Report (For Pre Listing/Allotment)                   | For Listing                       |
| Date of allotment / extinguishment (in case Capital Restructuring selected) / Listing Date | 26-10-2019                        |
| Shareholding pattern filed under   | Regulation 31 (1) (a)             |

| S.No. | Particulars  | Yes/No | Promoter & Promoter Group | Public Shareholder | Non Promoter – Non Public |
|-------|--|--------|---------------------------|--------------------|---------------------------|
| 1     | Whether the Listed Entity has issued any partly paid up shares?                        | No     | No                        | No                 | No                        |
| 2     | Whether the Listed Entity has issued any Convertible Securities?                       | No     | No                        | No                 | No                        |
| 3     | Whether the Listed Entity has any shares against which depository receipts are issued? | No     | No                        | No                 | No                        |
| 4     | Whether the Listed Entity has any shares in locked-in?                                 | No     | No                        | No                 | No                        |
| 5     | Whether any shares held by promoters are pledge or otherwise encumbered?               | No     | No                        | No                 | No                        |
| 6     | Whether the Listed Entity has issued any differential Voting Rights?                   | No     | No                        | No                 | No                        |
| 7     | Whether the Listed Entity has issued any Warrants ?                                    | No     | No                        | No                 | No                        |
| 8     | Whether the listed entity has any significant beneficial owner?                        | Yes    | Yes                       | No                 | No                        |

**Table I - Summary Statement holding of specified securities**

| Category (I) | Category of shareholder (II)   | Nos. of share-holders (III) | No. of fully paid up equity shares held (IV) | No. of Partly paid-up equity shares held (V) | Nos. of shares underlying Depository Receipts (VI) | Total nos. shares held (VII) = (IV)+(V)+(VI) | Share-holding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) | Number of Voting Rights held in each class of securities (IX) |          |                 | No. of Shares Underlying Outstanding convertible securities (including Warrants) (X) | Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI) = (VII)+(X) As a % of (A+B+C2) | Number of Locked in shares (XII) |                                 | Number of Shares pledged or otherwise encumbered (XIII) | Number of equity shares held in dematerialized form (XIV) |
|--------------|--------------------------------|-----------------------------|--|--|--|--|---|---|----------|-----------------|--|---|----------------------------------|---------------------------------|---|---|
|              |                                |                             |  |  |  |  |   | No of Voting Rights   |          |                 |  |   | No. (a)                          | As a % of total Shares held (b) |   |   |
|              |                                |                             |  |  |  |  |   | Class X   | Class Y  | Total           |  |   |                                  |                                 |   |   |
| (A)          | Promoter & Promoter Group      | 2                           | 9243079                                      | 0  | 0  | 9243079                                      | 69.824  | 9243079   | 0        | 9243079         | 69.824   | 0   | 0                                | 0                               | 9243079   |   |
| (B)          | Public                         | 5605                        | 3994621                                      | 0  | 0  | 3994621                                      | 30.176  | 3994621   | 0        | 3994621         | 30.176   | 0   | 0                                | 0                               | 3809818   |   |
| (C)          | Non Promoter-Non Public        | 0                           | 0  | 0  | 0  | 0  | 0.000   | 0   | 0        | 0               | 0.000  | 0   | 0                                | 0                               | 0   |   |
| (C1)         | Shares underlying DRs          | 0                           | 0  | 0  | 0  | 0  | 0.000   | 0   | 0        | 0               | 0.000  | 0   | 0                                | 0                               | 0   |   |
| (C2)         | Shares held by Employee Trusts | 0                           | 0  | 0  | 0  | 0  | 0.000   | 0   | 0        | 0               | 0.000  | 0   | 0                                | 0                               | 0   |   |
| <b>Total</b> | <b>5607</b>                    | <b>13237700</b>             | <b>0</b>                                     | <b>0</b>                                     | <b>0</b>   | <b>13237700</b>                              | <b>100.000</b>  | <b>13237700</b>   | <b>0</b> | <b>13237700</b> | <b>100.000</b>   | <b>0</b>  | <b>0</b>                         | <b>0</b>                        | <b>13052897</b>   |   |

**Table II - Statement showing shareholding pattern of the Promoter and Promoter Group**

| Category & Name of the Shareholders (I) | PAN (II)                      | No. of share-holder (III) | No. of fully paid up equity shares held (IV) | Partly paid-up equity shares held (V) | Nos. of shares underlying Depository Receipts (VI) | Total nos. shares held (VII) = (IV)+(V)+(VI) | Share-holding % calculated as per SCRR, 1957 As a % of (A+B+C2) (VIII) | Number of Voting Rights held in each class of securities (IX) |         |         | No. of Shares Underlying Outstanding convertible securities (including Warrants) (X) | Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI) = (VII)+(X) as a % of A+B+C2 | Number of Locked in shares (XII) |                                 | Number of Shares pledged or otherwise encumbered (XIII) | Number of equity shares held in dematerialized form (XIV) |
|---|-------------------------------|---------------------------|--|---------------------------------------|--|--|--|---|---------|---------|--|--|----------------------------------|---------------------------------|---|---|
|   |                               |                           |  |                                       |  |  |  | No of Voting Rights   |         |         |  |  | No. (a)                          | As a % of total Shares held (b) |   |   |
|   |                               |                           |  |                                       |  |  |  | Class X   | Class Y | Total   |  |  |                                  |                                 |   |   |
| <b>1 Indian</b>                         |                               |                           |  |                                       |  |  |  |   |         |         |  |  |                                  |                                 |   |   |
| a                                       | Individuals/ Undivided Family |                           |  |                                       |  |  |  |   |         |         |  |  |                                  |                                 |   |   |
|   |                               | 2                         | 9243079                                      | 0                                     | 0  | 9243079                                      | 69.824   | 9243079   | 0       | 9243079 | 69.824   | 0  | 0                                | 0                               | 9243079   |   |
|   | Constructive Finance Pvt Ltd  | AACCC 9252D               | 1  | 9242579                               | 0  | 9242579                                      | 69.820   | 9242579   | 0       | 9242579 | 69.820   | 0  | 0                                | 0                               | 9242579   |   |

| Category of shareholder (I)   | PAN (II)            | No. of share-holder (III) | No. of fully paid up equity shares held (IV) | Partly paid-up equity shares held (V) | Nos. of shares underlying Depository Receipts (VI) | Total nos. shares held (VII) = (IV)+(V)+(VI) | Share-holding % calculated as per SCRR, 1957 As a % of (A+B+C2) (VIII) | Number of Voting Rights held in each class of securities (IX) |          |               | No. of Shares Underlying Outstanding convertible securities (including Warrants) (X) | Total Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI) | Number of Locked in shares (XII) | Number of Shares pledged or otherwise encumbered (XIII) | Number of equity shares held in dematerialized form (XIV) |
|---|---------------------|---------------------------|--|---------------------------------------|--|--|--|---|----------|---------------|--|---|----------------------------------|---|---|
| No of Voting Rights   |                     |                           | No. (a)                                      | As a % of total Shares held (b)       |  |  |  |   |          |               |  |   |                                  |   |   |
| Class X   | Class Y             | Total                     |  |                                       |  |  |  |   |          |               |  |   |                                  |   |   |
| (1) Institutions  |                     |                           |  |                                       |  |  |  |   |          |               |  |   |                                  |   |   |
| (a) Mutual Fund   |                     | 0                         | 0  | 0                                     | 0  | 0  | 0.000  | 0   | 0        | 0             | 0.000  | 0   | 0.000                            | 0   | 0   |
| (b) Venture Capital Funds   |                     | 0                         | 0  | 0                                     | 0  | 0  | 0.000  | 0   | 0        | 0             | 0.000  | 0   | 0.000                            | 0   | 0   |
| (c) Alternate Investment Funds  |                     | 1                         | 41433  | 0                                     | 0  | 41433  | 0.313  | 41433   | 0        | 41433         | 0.313  | 0   | 0.313                            | 0   | 41433   |
| (d) Foreign Venture Capital Investors   |                     | 0                         | 0  | 0                                     | 0  | 0  | 0.000  | 0   | 0        | 0             | 0.000  | 0   | 0.000                            | 0   | 0   |
| (e) Foreign Portfolio Investors   |                     | 0                         | 0  | 0                                     | 0  | 0  | 0.000  | 0   | 0        | 0             | 0.000  | 0   | 0.000                            | 0   | 0   |
| (f) Financial Institutions/ Banks   |                     | 7                         | 120220                                       | 0                                     | 0  | 120220                                       | 0.908  | 120220  | 0        | 120220        | 0.908  | 0   | 0.908                            | 0   | 119700  |
| (g) Insurance Companies   |                     | 0                         | 0  | 0                                     | 0  | 0  | 0.000  | 0   | 0        | 0             | 0.000  | 0   | 0.000                            | 0   | 0   |
| (h) Provident Funds/Pension Funds   |                     | 0                         | 0  | 0                                     | 0  | 0  | 0.000  | 0   | 0        | 0             | 0.000  | 0   | 0.000                            | 0   | 0   |
| (i) Any Others (specify)  |                     | 0                         | 0  | 0                                     | 0  | 0  | 0.000  | 0   | 0        | 0             | 0.000  | 0   | 0.000                            | 0   | 0   |
| <b>Sub-Total (A)(1)</b>   |                     | <b>8</b>                  | <b>161653</b>                                | <b>0</b>                              | <b>0</b>   | <b>161653</b>                                | <b>1.221</b>   | <b>161653</b>   | <b>0</b> | <b>161653</b> | <b>1.221</b>   | <b>0</b>  | <b>1.221</b>                     | <b>0</b>  | <b>161133</b>   |
| (2) Central Government/ State Government(s)/ President of India                             |                     | 2                         | 974960                                       | 0                                     | 0  | 974960                                       | 7.365  | 974960  | 0        | 974960        | 7.365  | 0   | 7.365                            | 0   | 974960  |
| Kerala State Industrial Development Corporation   | AAACK 9434D         | 1                         | 300000                                       | 0                                     | 0  | 300000                                       | 2.266  | 300000  | 0        | 300000        | 2.266  | 0   | 2.266                            | 0   | 300000  |
| Governor of Kerala  | IN3002 39/106 64696 | 1                         | 674960                                       | 0                                     | 0  | 674960                                       | 5.099  | 674960  | 0        | 674960        | 5.099  | 0   | 5.099                            | 0   | 674960  |
| <b>Sub-Total (B)(2)</b>   |                     | <b>2</b>                  | <b>974960</b>                                | <b>0</b>                              | <b>0</b>   | <b>974960</b>                                | <b>7.365</b>   | <b>974960</b>   | <b>0</b> | <b>974960</b> | <b>7.365</b>   | <b>0</b>  | <b>7.365</b>                     | <b>0</b>  | <b>974960</b>   |
| (3) Non-institutions  |                     | 0                         | 0  | 0                                     | 0  | 0  | 0.000  | 0   | 0        | 0             | 0.000  | 0   | 0.000                            | 0   | 0   |
| (a) Individuals-I. Individual shareholders holding nominal share capital up to Rs. 2 lakhs. |                     | 5276                      | 905755                                       | 0                                     | 0  | 905755                                       | 6.842  | 905755  | 0        | 905755        | 6.842  | 0   | 6.842                            | 0   | 753082  |
| (a) ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs.     |                     | 9                         | 353388                                       | 0                                     | 0  | 353388                                       | 2.670  | 353388  | 0        | 353388        | 2.670  | 0   | 2.670                            | 0   | 325188  |
| (b) NBFCs registered with RBI   |                     | 0                         | 0  | 0                                     | 0  | 0  | 0.000  | 0   | 0        | 0             | 0.000  | 0   | 0.000                            | 0   | 0   |
| (c) Employee Trusts   |                     | 0                         | 0  | 0                                     | 0  | 0  | 0.000  | 0   | 0        | 0             | 0.000  | 0   | 0.000                            | 0   | 0   |
| (d) Overseas Depositories (holding DRs) (balancing figure)                                  |                     | 0                         | 0  | 0                                     | 0  | 0  | 0.000  | 0   | 0        | 0             | 0.000  | 0   | 0.000                            | 0   | 0   |
| (e) Any Other (specify) # Clearing Member   |                     | 2                         | 65   | 0                                     | 0  | 65   | 0.000  | 65  | 0        | 65            | 0.000  | 0   | 0.000                            | 0   | 65  |
| (e) Any Other (specify) # Corporate Body  |                     | 91                        | 1220093                                      | 0                                     | 0  | 1220093                                      | 9.217  | 1220093   | 0        | 1220093       | 9.217  | 0   | 9.217                            | 0   | 1218933   |
| (e) Any Other (specify) # NRI   |                     | 72                        | 312651                                       | 0                                     | 0  | 312651                                       | 2.362  | 312651  | 0        |               |  |   |                                  |   |   |

Continued from previous page.

# ARTEMIS MEDICARE SERVICES LIMITED

Table IV - Statement showing shareholding pattern of the Non Promoter - Non Public Shareholder

| Category of shareholder (I)  | PAN (II) | Nos. of share-holders (III) | No. of fully paid up equity shares held (IV) | No. of Partly paid-up equity shares held (V) | No. of shares underlying Depository Receipts (VI) | Total nos. shares held (VII = IV+V+VI) | Share-holding % calculated as per SCRR, 1957 as a % of (A+B+C2) (VIII) | Number of Voting Rights held in each class of securities (IX) |          |              | No. of Shares Underlying Outstanding convertible securities (including Warrants) (X) | Total Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI) | Number of Locked in shares (XII) | Number of Shares pledged or otherwise encumbered (XIII) | Number of equity shares held in dematerialized form (XIV) |                                     |          |
|--|----------|-----------------------------|--|--|---|--|--|---|----------|--------------|--|---|----------------------------------|---|---|-------------------------------------|----------|
|  |          |                             |  |  |   |  |  | No of Voting Rights   |          |              |  |   |                                  |   |   | Total as a % of Total Voting rights |          |
|  |          |                             |  |  |   |  |  | Class X   | Class Y  | Total        |  |   |                                  |   |   |                                     |          |
|  |          |                             |  |  |   |  |  |   |          |              |  |   |                                  |   |   |                                     |          |
| (1) Custodian/DR Holder  |          | 0                           | 0  | 0  | 0   | 0.000                                  | 0  | 0   | 0        | 0.000        | 0  | 0.000   | 0                                | 0.000   | NA  | NA                                  | 0        |
| (2) Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014) |          | 0                           | 0  | 0  | 0   | 0.000                                  | 0  | 0   | 0        | 0.000        | 0  | 0.000   | 0                                | 0.000   | NA  | NA                                  | 0        |
| <b>Total Non-Promoter-Non-Public Shareholding (C) = (C1) + (C2)</b>                      |          | <b>0</b>                    | <b>0</b>                                     | <b>0</b>                                     | <b>0</b>  | <b>0.000</b>                           | <b>0</b>   | <b>0</b>  | <b>0</b> | <b>0.000</b> | <b>0</b>   | <b>0.000</b>  | <b>0</b>                         | <b>0.000</b>  | <b>NA</b>   | <b>NA</b>                           | <b>0</b> |

Table V - Statement showing shareholding pattern of the Significant Beneficiary Owner (SBO)

| Name                   | PAN | Passport No. in case of a foreign national | Nationality | Details of holding/ exercise of right of the SBO in the reporting company, whether direct or indirect* |               |  |                     | Date of creation / acquisition of significant beneficial interest |                                   |
|------------------------|-----|--|-------------|--|---------------|--|---------------------|---|-----------------------------------|
|                        |     |  |             | Shares   | Voting rights | Rights on distributable dividend or any other distribution | Exercise of control |   | Exercise of significant influence |
| 1. Mr. ONKAR S. KANWAR | -   | AAIPK9639F                                 | -           | India  | 69.82         | -  | -                   | -   | 18/05/2004                        |

Table - Unclaimed Details

Details of Shares which remain unclaimed may be given here along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc.

| No. of Shareholders |  | No of share held |  |
|---------------------|--|------------------|--|
|                     |  |                  |  |

| Table - Person in Concert |             |              |           |
|---------------------------|-------------|--------------|-----------|
| Name of shareholder       | Name of PAC | No. of share | Holding % |
|                           |             |              |           |

The shareholding of Group Companies is disclosed under point K of this advertisement.

## E. Top Ten Shareholders of the Company

| Sl. No. | Name of Shareholders                                | No. of equity Shares | % to total capital | Interest of Shareholder |
|---------|---|----------------------|--------------------|-------------------------|
| 1       | CONSTRUCTIVE FINANCE PVT LTD                        | 9242579              | 69.82              | Equity shares           |
| 2       | GOVERNOR OF KERALA                                  | 674960               | 5.09               | Equity shares           |
| 3       | KERALA STATE INDUSTRIAL DEVELOPMENT CORPORATION     | 300000               | 2.266              | Equity shares           |
| 4       | RAFIQUE DAWOOD                                      | 283153               | 2.138              | Equity shares           |
| 5       | EXPERT GLOBAL VENTURES PRIVATE LIMITED              | 225519               | 1.70               | Equity shares           |
| 6       | TTJ VENTURES PRIVATE LIMITED                        | 224827               | 1.69               | Equity shares           |
| 7       | NISITHA INVESTMENT & CONSULTANCY SERVICES PVT. LTD. | 155360               | 1.17               | Equity shares           |
| 8       | S S TEXOFAB PRIVATE LIMITED                         | 148372               | 1.12               | Equity shares           |
| 9       | BANK OF INDIA                                       | 119700               | 0.90               | Equity shares           |
| 10      | ALOK AGARWAL  | 76106                | 0.57               | Equity shares           |

## F. Details of the Promoter

The following are the Promoters of the Company:  
 1) Mr. Onkar S. Kanwar  
 2) Constructive Finance Private Limited (CIN: U67120DL1988PTC250410)  
 Brief Details of Promoters  
 1) Name: Mr. Onkar S. Kanwar  
 Personal Address: H. No. 3/3, Shanti Niketan, New Delhi-110021  
 Educational Qualifications: Science and administration graduate  
 Experience/Achievements: Mr. Onkar S. Kanwar has experience of over 40 years in the manufacturing industry. Presently Mr. Onkar S. Kanwar is the Chairman of the Apollo Tyres Limited and PTL Enterprises Limited. He is the Past President of the FICCI, former Chairman of the Automotive Tyre Manufacturers' Association and was a Member of the Board of Governors for the Indian Institute of Management (Kozhikode). Currently he is the Chairman of the BRICS Business Council, India  
 Mr. Onkar S. Kanwar has a keen interest in the field of education and health care. Artemis Hospital, promoted by him, is an enterprise focusing on state-of-the-art medical care and runs a cutting edge multi-specialty medical facility which focuses on holistic treatment. An initiative close to his heart is Apollo Tyres' HIV-AIDS awareness and prevention programme for the commercial vehicle driver community, implemented through Apollo Tyres Foundation's Health Care Centers located in large transshipment hubs across India.  
 He has been conferred with 'Ernst & Young Entrepreneur of the Year award - Manufacturing' for the year 2012. He has recently been awarded with Hungarian 'Order of Merit', and Government of Japan's 'Order of the Rising Sun, Gold and Silver Star'.  
 2) Name: Constructive Finance Private Limited  
 Date of Incorporation: August 26, 1988  
 CIN: U67120DL1988PTC250410  
 Registered Office: 414/1, 4TH FLOOR, DDA Commercial Complex, District Centre, Janakpuri New Delhi- 110058  
 Nature of Business / Objects: a registered Non-Banking Financial Institution whose 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: 1. Mr. Sudhir Wadhawan and 2. Mr. Rajan Sabharwal  
 Details of Promoters: Mr. Onkar S Kanwar

## G. Business and its Management

Business of the Company  
 The Company is engaged in the business of managing and operating of multi-specialty hospital and commenced its commercial operation by setting up a Hospital in the name of "Artemis Hospitals" (Also known as Artemis Health Institute) at Gurugram on July 16, 2007 spread across 9 acres, is a 394 bed, state-of-the-art multi-specialty hospital located in Gurugram, India. Artemis Hospital is the first JCI and NABH accredited hospital in Gurugram.  
 Designed as one of the most advanced in India, Artemis Hospital provides a depth of expertise in the spectrum of advanced medical & surgical interventions, comprehensive mix of inpatient and outpatient services.  
 Artemis Hospital 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).

## Management of the Company

| S. No. | Name of Director                          | Designation                         |
|--------|---|-------------------------------------|
| 1.     | Mr. Onkar S Kanwar                        | Chairman and Non-Executive Director |
| 2.     | Ms. Shalini Kanwar Chand                  | Non-Executive Director              |
| 3.     | Mr. Neeraj Singh Kanwar                   | Non-Executive Director              |
| 4.     | Dr. Nirmal Kumar Ganguly                  | Non-Executive Director              |
| 5.     | Dr. Devlina Chakravarty                   | Whole Time Director                 |
| 6.     | Mr. Akshay Kumar Narendrasinhji Chudasama | Independent Director                |
| 7.     | Dr. Sanjaya Baru                          | Independent Director                |
| 8.     | Dr. Subbaraman Narayan                    | Independent Director                |
| 9.     | Mr. Ugar Sain Anand                       | Independent Director                |
| 10.    | Mr. Sunil Tandon                          | Independent Director                |

## Management Team

| S. No. | Name of Official                 | Designation  |
|--------|----------------------------------|--|
| 1.     | Dr. Devlina Chakravarty          | Whole Time Director                                  |
| 2.     | Dr. (Col) Manjinder Singh Sandhu | Director - Cardiology                                |
| 3.     | Dr. Sumit Ray                    | Chief Medical Services & Chairperson - Critical Care |
| 4.     | Mr. Rakesh Kumar Kaushik         | Chief Legal Officer & Company Secretary              |
| 5.     | Mr. Sanjiv Kumar Kothari         | Chief Financial Officer                              |
| 6.     | Flt. Lt. Saras Malik             | Head - Human Resource & Training                     |

## H. Reason for the Amalgamation

The merger of AGLSL, AEL and AHSL with AMSL through a composite scheme of amalgamation was undertaken by the management of the companies with a view that the merger would lead to the following benefits:  
 • benefit shareholders and other stakeholders of the respective companies by consolidating and simplifying the group structure, business operations, provide optimal utilization of various resources and eliminating cross holdings within the group;  
 • enhance growth prospects, reduce overheads, administrative, managerial and other costs and expenditure and remove inefficiencies and bring operational rationalization and organizational efficiency; and  
 • result in improved shareholder value for the shareholders of the respective companies, thus providing a stronger and wider capital and financial base for future growth/expansion of the Company.

## I. Financial statement of AMSL for the previous three years prior to the date of listing;

| S. No.                        | Particulars               | As on            |                  |                  |                  |
|-------------------------------|---------------------------|------------------|------------------|------------------|------------------|
|                               |                           | 31/03/2017       | 31/03/2018       | 31/03/2019       | 30/09/2019       |
| <b>EQUITY AND LIABILITIES</b> |                           |                  |                  |                  |                  |
| 1                             | Shareholders' Funds       |                  |                  |                  |                  |
|                               | Share Capital             | 2,103.50         | 2,103.50         | 2,103.50         | 2,103.50         |
|                               | Reserves and Surplus      | 18,322.12        | 21,002.02        | 23,069.04        | 24,171.32        |
| 2                             | Non-current Liabilities   | 8433.88          | 7331.67          | 8440.35          | 9555.28          |
| 3                             | Current Liabilities       |                  |                  |                  |                  |
|                               | Trade Payables            | 6,160.78         | 6,745.74         | 7,369.55         | 6,617.62         |
|                               | Other Current Liabilities | 7,208.84         | 8,002.11         | 9,965.30         | 10,347.97        |
|                               | <b>TOTAL</b>              | <b>42,229.12</b> | <b>45,185.04</b> | <b>50,947.74</b> | <b>52,795.69</b> |
| <b>ASSETS</b>                 |                           |                  |                  |                  |                  |
| 1                             | Non-current Assets        | 33,402.54        | 36,452.90        | 39,854.38        | 40,985.12        |
| 2                             | Non-current Investments   | -                | -                | -                | -                |
| 3                             | Current Assets            |                  |                  |                  |                  |
|                               | Cash and Cash Equivalents | 954.22           | 1,217.93         | 1,125.39         | 908.50           |
|                               | Other Current Assets      | 7,872.36         | 7,514.21         | 9,967.97         | 10,902.07        |
|                               | <b>TOTAL</b>              | <b>42,229.12</b> | <b>45,185.04</b> | <b>50,947.74</b> | <b>52,795.69</b> |

## Statement of Profit & Loss

| Particulars                                   | For Financial Year |           |           |            |
|---|--------------------|-----------|-----------|------------|
|   | 2016-17            | 2017-18   | 2018-19   | 30-09-2019 |
| Revenue                                       |                    |           |           |            |
| Revenue from Operations                       | 45,899.55          | 50,277.13 | 54,650.09 | 28,317.33  |
| Other Income                                  | 513.01             | 390.76    | 391.91    | 157.83     |
| Total Revenue                                 | 46,412.56          | 50,667.89 | 55,042.00 | 28,475.15  |
| Expenses                                      | 43,172.94          | 47,121.13 | 51,358.82 | 26,777.61  |
| Total Expenses                                | 43,172.94          | 47,121.13 | 51,358.82 | 26,777.61  |
| Profit Before Tax                             | 3,239.62           | 3,546.76  | 3,683.18  | 1,697.54   |
| Tax Expenses:                                 |                    |           |           |            |
| For the current year                          | 532.94             | 869.74    | 1,616.16  | 595.25     |
| Profit After Tax                              | 2,706.68           | 2,677.02  | 2,067.02  | 1,102.29   |
| Profit / (Loss) for the year attributable to: |                    |           |           |            |
| Shareholders of the Company                   | 2,706.68           | 2,677.02  | 2,067.02  | 1,102.29   |
| No of Shares (in Lakh)                        | 210.35             | 210.35    | 210.35    | -          |
| Face Value per Share (INR)                    | 10.00              | 10.00     | 10.00     | -          |
| Basic & Diluted EPS (INR)                     | 12.87              | 12.73     | 9.87      | -          |

## Cash Flow Statement

| Particulars   | For Financial Year |            |            |            |
|---|--------------------|------------|------------|------------|
|   | 2016-17            | 2017-18    | 2018-19    | 30-09-2019 |
| <b>A Cash Flow from operating activities</b>                        |                    |            |            |            |
| Net Profit / (Loss) before tax and extraordinary items and interest | 3,239.62           | 3,546.76   | 3,739.82   | 1,711.60   |
| <b>Operating Profit before Working Capital Changes</b>              | 3,239.62           | 3,546.76   | 3,739.82   | 1,711.60   |
| <b>Adjustment for:</b>  |                    |            |            |            |
| Depreciation  | 1,515.85           | 1,847.08   | 1,992.29   | 1,100.39   |
| Other Items of Profit & Loss Account                                | 656.62             | (484.56)   | 618.64     | 583.72     |
| (Increase) / Decrease in assets & liabilities                       | 512.92             | 2,371.07   | (1,294.06) | (814.91)   |
| <b>Cash generated from operations</b>                               | 5,925.02           | 7,280.35   | 5,056.69   | 2,580.90   |
| Effect of exchange diff on cash & cash equivalents held in Forex    | 0.00               | 0.00       | 0.00       | 0.00       |
| Direct Taxes Paid   | (130.88)           | (89.60)    | (986.27)   | (893.06)   |
| <b>Net cash from operating activities</b>                           | 5,794.14           | 7,190.75   | 4,070.42   | 1,687.74   |
| <b>B Net cash from Investing activities</b>                         | (7,394.39)         | (6,657.04) | (4,965.83) | (831.61)   |
| <b>C Net cash from Financing activities</b>                         | 1,938.94           | (966.86)   | 1,436.64   | (1,149.77) |
| Net (Decrease) / Increase in Cash & Cash Equivalents                | 338.70             | (433.15)   | 541.23     | (293.65)   |
| Effect of exchange diff on cash & cash equivalents held in Forex    | 0.00               | 0.00       | 0.00       | 0.00       |
| Cash & Cash Equivalents (Opening)                                   | 364.26             | 702.96     | 269.78     | 811.00     |
| Cash & Cash Equivalents (Closing)                                   | 702.96             | 269.81     | 811.00     | 517.35     |

## J. Latest Audited Financial Statements

### INDEPENDENT AUDITOR'S REPORT

#### TO THE MEMBERS OF ARTEMIS MEDICARE SERVICES LIMITED Report on the Audit of the Ind AS Financial Statements

Opinion  
 We have audited the accompanying Ind AS financial statements of ARTEMIS MEDICARE SERVICES LIMITED ("the Company"), which comprise the Balance Sheet as at 31st March, 2019, the Statement of Profit and Loss (including the statement of Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.  
 In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2019, and its profit including other comprehensive income, changes in equity and its cash flows and for the year ended on that date.  
**Basis for Opinion**  
 We conducted our audit of the Ind AS financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Ind AS Financial Statements' section of our report. We are independent of the Company in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with those requirements and the Code of Ethics of our Institute. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Ind AS financial statements.  
**Information other than the Ind AS Financial Statements and Auditor's Report Thereon**  
 The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report of the Board of Directors including annexures to Board's Report, but does not include the Ind AS financial statements and our auditor's report thereon.  
 Our opinion on the Ind AS financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.  
 In connection with our audit of the Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.  
**Management's Responsibility for the Ind AS Financial Statements**  
 The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.  
 In preparing the Ind AS financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.  
 Those Board of Directors are also responsible for overseeing the Company's financial reporting process.  
**Auditor's responsibility for the Audit of the Ind AS Financial Statements**  
 Our objectives are to obtain reasonable assurance about whether the Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Ind AS financial statements.  
 As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:  
 • Identify and assess the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.  
 • Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.  
 • Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.  
 • Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.  
 • Evaluate the overall presentation, structure and content of the Ind AS financial statements, including the disclosures, and whether the Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.  
 We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.  
 We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.  
**Report on other legal and regulatory requirements**  
 1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the "Annexure A", a statement on the matters specified in Paragraphs 3 and 4 of the Order.  
 2. As required by Section 143(3) of the Act, we report that:  
 (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.  
 (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.  
 (c) The Balance Sheet, the Statement of Profit and Loss (including other Comprehensive Income), the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.  
 (d) In our opinion, the aforesaid Ind AS financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.  
 (e) On the basis of the written representations received from the directors as on 31st March, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.  
 (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".  
 (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:  
 In our opinion and to the best of our information and according to the explanations given to us, the managerial remuneration for the year ended March 31, 2019 has been paid/provided by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act.  
 (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:  
 i. The Company has disclosed the impact of pending litigations on its financial position in its Ind AS financial statements - Refer Note 38 to the Ind AS financial statements.  
 ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses - Refer Note 28(ii) to the Ind AS financial statements.  
 iii. There were no amounts which were required to be transferred, to the Investor Education and Protection Fund by the Company.

For SCV & Co. LLP  
 CHARTERED ACCOUNTANTS  
 FIRM REGISTRATION No. 000235N/500089  
 Sd/-  
 (RAJIV PURI)  
 PARTNER  
 MEMBERSHIP No. 084318  
 Place: Gurugram  
 Dated: 26th April, 2019

## Annexure "A" to the Independent Auditors' Report

### Annexure referred to in paragraph 1 under the heading "Report on other legal and regulatory requirements" of our Report of even date.

- The Company has maintained proper records showing full, including quantitative details and situation of fixed assets.
  - Fixed assets verification has been conducted by the management during the year. All the fixed assets of the Company have not been physically verified by the management during the year but there is a regular phased programme of physical verification which, in our opinion, is reasonable having regard to the size of the Company and nature of its fixed assets. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
  - According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company as at the balance sheet dates.
- Physical verification of inventory has been conducted by the management at reasonable intervals during the year. The discrepancies noticed on verification between the physical stocks and book records, which in our opinion were not material, have been properly dealt with in the books of account.
- According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Companies Act, 2013. Accordingly, the paragraphs 3(iii)(a), 3(iii)(b) and 3(iii)(c) of the Order are not applicable to the Company.
- In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of 186 of the Companies Act, 2013 in respect of investment made in the subsidiary company during the year. The Company has not given any loans or guarantees or security during the year which are covered under provisions of section 185 and 186 of the Companies Act, 2013.
- According to the information and explanations provided by the management, we are of the opinion that the company has not accepted any deposits from public covered under section 73 to 76 or any other relevant provisions of the Companies Act, 2013 and rules framed there under. Accordingly, the paragraph 3(v) of the Order is not applicable to the Company.
- We have broadly reviewed the books of account maintained by the Company in respect of Health services, namely functioning as or running hospitals pursuant to the Companies (Cost Records and Audit) Rules, 2014, as amended, prescribed by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.
- According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has been generally regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, Goods and Service Tax, duty of custom, duty of excise, value added tax, cess and other material statutory dues applicable to it to the appropriate authorities.  
 According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income tax, Goods and Service Tax, duty of custom, duty of excise, value added tax and cess and other material statutory dues were outstanding, as on 31st March, 2019 for a period of more than six months from the date they became payable.
  - According to the information and explanations given to us, and on the basis of our examination of the books of account, there are no dues of income tax, Goods and Service Tax, duty of custom, duty of excise, value added tax and cess which have not been deposited on account of any dispute.
- Based on our audit procedures and on the information and explanations given to us, the Company has not defaulted in repayment of loans or

Continued from previous page...

**ARTEMIS MEDICARE SERVICES LIMITED**

Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. These Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

**Meaning of Internal Financial Controls Over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Ind AS financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Ind AS financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the Ind AS financial statements.

**Inherent Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion  
In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For SCV & Co. LLP  
CHARTERED ACCOUNTANTS  
FIRM REGISTRATION No. 000235N/N500089  
Sd/-  
(RAJIV PURI)  
PARTNER  
MEMBERSHIP No. 084318

Place: Gurugram  
Dated: 26th April, 2019

Artemis Medicare Services Limited  
Balance Sheet as at 31st March, 2019  
FIRM REGISTRATION No. 000235N/N500089

| Particulars  | Note No.         | As At<br>31st March, 2019<br>Rs. in Lacs | As At<br>31st March, 2018<br>Rs. in Lacs |
|--|------------------|--|--|
| <b>A Assets</b>  |                  |  |  |
| <b>Non-Current Assets</b>  |                  |  |  |
| Property, plant and equipment  | 2.1              | 33,337.35                                | 30,558.97                                |
| Capital work-in-progress   |                  | 4,943.22                                 | 4,317.46                                 |
| Intangible assets  | 2.2              | 406.49                                   | 292.84                                   |
| Financial assets   |                  |  |  |
| i) Investment  | 3.1              | 6.50                                     | -  |
| ii) Loans  | 3.2              | 255.86                                   | 148.25                                   |
| iii) Other financial assets  | 3.3              | 32.42                                    | 29.51                                    |
| Non-current tax assets (Net)   | 4                | 668.80                                   | 390.95                                   |
| Other non-current assets   | 5                | 203.74                                   | 714.92                                   |
| <b>Total non-current assets</b>  | <b>A</b>         | <b>39,854.38</b>                         | <b>36,452.90</b>                         |
| <b>B Current assets</b>  |                  |  |  |
| Inventories  | 6                | 693.70                                   | 644.79                                   |
| Financial assets   |                  |  |  |
| i. Trade receivables   | 7                | 7,844.06                                 | 5,556.40                                 |
| ii. Cash and cash equivalents  | 8                | 811.00                                   | 269.78                                   |
| iii. Bank balances other than (ii) above   | 9                | 314.39                                   | 948.16                                   |
| iv. Loans  | 3.2              | 159.96                                   | 100.80                                   |
| v. Other financial assets  | 3.3              | 514.70                                   | 494.94                                   |
| Other current assets   | 5                | 755.55                                   | 717.27                                   |
| <b>Total current assets</b>  | <b>B</b>         | <b>11,093.36</b>                         | <b>8,732.14</b>                          |
| <b>C Total Assets</b>  | <b>C = A + B</b> | <b>50,947.74</b>                         | <b>45,185.04</b>                         |
| <b>D Equity</b>  |                  |  |  |
| Equity share capital   | 10               | 2,103.50                                 | 2,103.50                                 |
| Other equity   | 11               | 23,069.04                                | 21,002.02                                |
| <b>Total equity</b>  | <b>D</b>         | <b>25,172.54</b>                         | <b>23,105.52</b>                         |
| <b>E Liabilities</b>   |                  |  |  |
| Non-current liabilities  |                  |  |  |
| Financial liabilities  |                  |  |  |
| i. Borrowings  | 12               | 5,345.88                                 | 5,224.61                                 |
| Provisions   | 13               | 496.96                                   | 359.84                                   |
| Deferred tax liabilities (Net)   | 14               | 2,597.51                                 | 1,747.22                                 |
| <b>Total non-current liabilities</b>   | <b>E</b>         | <b>8,440.35</b>                          | <b>7,331.67</b>                          |
| <b>F Current liabilities</b>   |                  |  |  |
| Financial liabilities  |                  |  |  |
| i. Borrowings  | 15               | 3,787.60                                 | -  |
| ii. Trade payables   |                  |  |  |
| (A) Total Outstanding dues of Micro Enterprises and Small Enterprises                      | 16               | 62.81                                    | -  |
| (B) Total Outstanding dues of Creditors other than Micro Enterprises and Small Enterprises | 16               | 7,306.74                                 | 6,745.74                                 |
| iii. Other financial liabilities   | 17               | 2,337.10                                 | 3,916.36                                 |
| Provisions   | 13               | 855.85                                   | 1,078.32                                 |
| Other current liabilities  | 18               | 2,984.76                                 | 3,007.43                                 |
| <b>Total current liabilities</b>   | <b>F</b>         | <b>17,334.86</b>                         | <b>14,747.85</b>                         |
| <b>Total liabilities</b>   | <b>G = E + F</b> | <b>25,775.20</b>                         | <b>22,079.52</b>                         |
| <b>Total equity and liabilities</b>  | <b>H = D + G</b> | <b>50,947.74</b>                         | <b>45,185.04</b>                         |

Significant accounting policies  
See accompanying Notes to Financial Statements

As per our report of even date attached  
For SCV & Co. LLP  
Chartered Accountants  
Firm Registration Number 000235N / N500089

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

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

Sd/-  
Dr. Devlina Chakravarty  
[Executive Director]  
[DIN : 07107875]

Sd/-  
(Rajiv Puri)  
Partner  
Membership No. 084318

Place: Gurugram  
Dated: 26th April, 2019

Sd/-  
Sanjiv Kumar Kothari  
[Chief Financial Officer]

Sd/-  
Rakesh Kaushik  
[Company Secretary]

**Statement of Profit & Loss for the year ended 31st March, 2019**

| Particulars   | Note No.               | Year Ended<br>31st March, 2019<br>Rs. in Lacs | Year Ended<br>31st March, 2018<br>Rs. in Lacs |
|---|------------------------|---|---|
| <b>Income</b>   |                        |   |   |
| Revenue from operations   | 19                     | 54,650.09                                     | 50,277.13                                     |
| Other income  | 20                     | 391.91  | 390.76  |
| <b>Total income</b>   | <b>(I)</b>             | <b>55,042.00</b>                              | <b>50,667.89</b>                              |
| <b>Expenses</b>   |                        |   |   |
| Purchases of pharmacy drugs & medical consumables   |                        | 12,940.94                                     | 12,083.89                                     |
| Purchases of Stock in Trade   |                        | 145.16  | 137.15  |
| Changes in inventories of Pharmacy drugs,   |                        |   |   |
| Medical consumables & Stock in Trade  | 21                     | (27.72)                                       | (8.31)  |
| Employee benefits expense   | 22                     | 9,687.31                                      | 9,044.65                                      |
| Finance costs   | 23                     | 1,103.83                                      | 946.14  |
| Depreciation and amortization expense   | 24                     | 1,992.29                                      | 1,847.08                                      |
| Other expenses  | 25                     | 25,460.37                                     | 23,070.53                                     |
| <b>Total expenses</b>   | <b>(II)</b>            | <b>51,302.18</b>                              | <b>47,121.13</b>                              |
| <b>Profit before Tax</b>  | <b>III = (I - II)</b>  | <b>3,739.82</b>                               | <b>3,546.76</b>                               |
| <b>Tax Expense</b>  |                        |   |   |
| Current Tax   |                        | 1,377.54                                      | 652.32  |
| Deferred tax  |                        | 285.51  | 217.42  |
| <b>Total Tax Expense</b>  | <b>(IV)</b>            | <b>1,663.05</b>                               | <b>869.74</b>                                 |
| <b>Profit for the year</b>  | <b>V = III - IV</b>    | <b>2,076.77</b>                               | <b>2,677.02</b>                               |
| <b>Other comprehensive income</b>   |                        |   |   |
| Items that will not be reclassified to profit or loss gain / (loss) on remeasurement of defined benefit plans | (VI)                   | (56.65)                                       | (17.56)                                       |
| Deferred tax adjustment on revaluation of land  | (VII)                  | 27.11   | 14.30   |
| Income tax relating to items that will not be reclassified to profit or loss                                  | (VIII)                 | 19.79   | 6.14  |
| Other comprehensive income for the year   | IX = (VI + VII - VIII) | (9.75)  | 2.88  |
| <b>Total comprehensive income for the year</b>  | <b>X = V + IX</b>      | <b>2,067.02</b>                               | <b>2,679.90</b>                               |
| Earning Per Equity Share (Face Value of Rs. 10/- each)  |                        |   |   |
| Basic (Rs.)   |                        | 9.87  | 12.73   |
| Diluted (Rs.)   |                        | 9.87  | 12.73   |
| Significant accounting policies<br>See accompanying Notes to Financial Statements                             | 1<br>2 to 43           |   |   |

As per our report of even date attached  
For SCV & Co. LLP  
Chartered Accountants  
Firm Registration Number 000235N / N500089

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

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

Sd/-  
Dr. Devlina Chakravarty  
[Executive Director]  
[DIN : 07107875]

Sd/-  
(Rajiv Puri)  
Partner  
Membership No. 084318

Place: Gurugram  
Dated: 26th April, 2019

Sd/-  
Sanjiv Kumar Kothari  
[Chief Financial Officer]

Sd/-  
Rakesh Kaushik  
[Company Secretary]

**Cash Flow Statement for the year ended 31st March, 2019**

| Particulars  | Year Ended<br>As At<br>31st March, 2019 | Year Ended<br>As At<br>31st March, 2018 |
|--|---|---|
| <b>Cash flow from operating activities</b>   |   |   |
| Profit before tax  | 3,739.82                                | 3,546.76                                |
| <b>Adjustments:</b>  |   |   |
| Depreciation and amortization expenses   | 1,992.29                                | 1,847.08                                |
| Interest Income  | (127.48)                                | (144.00)                                |
| Finance Cost   | 890.00                                  | 739.55                                  |
| Unclaimed Credit balances / provisions no longer required written back                         | (320.30)                                | (668.28)                                |
| Remeasurement through OCI  | (56.65)                                 | (17.56)                                 |
| Allowance for Doubtful debts   | 39.42                                   | (28.08)                                 |
| Unrealised foreign exchange gain (net)   | 1.21                                    | (58.30)                                 |
| Deferred government grant  | (18.08)                                 | (386.41)                                |
| Loss on sale/scrap of fixed assets   | 210.51                                  | 78.51                                   |
| <b>Operating cash flow before working capital changes</b>                                      | <b>6,350.74</b>                         | <b>4,909.27</b>                         |
| Movements in working capital :   |   |   |
| Changes in trade receivables   | (2,327.08)                              | 487.94                                  |
| Changes in inventories   | (48.91)                                 | (5.18)                                  |
| Changes in loans   | (166.76)                                | (29.13)                                 |
| Changes in other financial assets  | (22.67)                                 | (231.56)                                |
| Changes in other non current & current assets  | 415.42                                  | 729.72                                  |
| Changes in trade payables  | 944.11                                  | 1,253.24                                |
| Changes in Provisions  | (323.96)                                | (475.80)                                |
| Changes in Other current liabilities / Other financial liabilities                             | 235.80                                  | 641.83                                  |
| <b>Cash generated from operations</b>  | <b>5,056.69</b>                         | <b>7,280.32</b>                         |
| Income tax paid/(refund)   | (886.27)                                | (89.60)                                 |
| <b>Net cash generated from operating activities (A)</b>  | <b>4,070.42</b>                         | <b>7,190.72</b>                         |
| <b>Cash flow from investing activity</b>   |   |   |
| Purchase of Property, Plant & Equipment / CWIP   | (5,725.70)                              | (6,132.88)                              |
| Proceeds from sale of Property, Plant & Equipment  | 5.12                                    | 28.73                                   |
| Maturity / (investments) of / in fixed deposits having original maturity of more than 3 months | 633.77                                  | (696.89)                                |
| Investment made in subsidiary  | (6.50)                                  | -                                       |
| Interest received  | 127.48                                  | 144.00                                  |
| <b>Net cash (used in) investing activities (B)</b>   | <b>(4,965.83)</b>                       | <b>(6,657.04)</b>                       |
| <b>Cash flow from financing activity</b>   |   |   |
| Proceeds from non current borrowings   | 2,655.80                                | 1,323.30                                |
| Repayment of non current borrowings  | (4,116.76)                              | (1,550.61)                              |
| Proceeds from current borrowings (net)   | 3,787.60                                | -                                       |
| Interest paid  | (890.00)                                | (739.55)                                |
| <b>Net cash generated from financing activities (C)</b>  | <b>1,436.64</b>                         | <b>(966.86)</b>                         |
| <b>Net increase in cash &amp; cash equivalents (A+B+C)</b>                                     | <b>541.22</b>                           | <b>(433.18)</b>                         |
| Cash & cash equivalents as the beginning of the year   | 269.78                                  | 702.96                                  |
| <b>Cash &amp; cash equivalents as the end of the year</b>                                      | <b>811.00</b>                           | <b>269.78</b>                           |
| <b>Components of cash and cash equivalents</b>   |   |   |
| Cash in hand   | 66.88                                   | 63.91                                   |
| Balances with Banks:   |   |   |
| On current accounts  | 744.12                                  | 205.87                                  |
| On deposit accounts  | 314.39                                  | 948.16                                  |
| Less: Fixed deposits not considered as cash equivalents  | (314.39)                                | (948.16)                                |
| <b>Total Cash and Cash Equivalents (Refer Note 8)</b>  | <b>811.00</b>                           | <b>269.78</b>                           |

As per our report of even date attached  
For SCV & Co. LLP  
Chartered Accountants  
Firm Registration Number 000235N / N500089

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

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

Sd/-  
Dr. Devlina Chakravarty  
[Executive Director]  
[DIN : 07107875]

Sd/-  
(Rajiv Puri)  
Partner  
Membership No. 084318

Place: Gurugram  
Dated: 26th April, 2019

Sd/-  
Sanjiv Kumar Kothari  
[Chief Financial Officer]

Sd/-  
Rakesh Kaushik  
[Company Secretary]

**Notes to Financial Statements for the year ended 31st March, 2019****Note No. 2.1****PROPERTY, PLANT AND EQUIPMENT (Rs. in Lacs)**

| Particulars                           | Freehold Land* | Building** | Leasehold Improvement | Computers | Furniture & Fixtures | Office Equipments | Plant and Vehicles | Total  |           |
|---------------------------------------|----------------|------------|-----------------------|-----------|----------------------|-------------------|--------------------|--------|-----------|
| <b>As at 1st April, 2017</b>          | 9,558.90       | 9,026.29   | 295.33                | 395.75    | 636.85               | 223.92            | 9,229.15           | 128.44 | 29,494.63 |
| Additions                             | -              | 376.61     | 12.58                 | 263.83    | 61.99                | 52.61             | 3,568.34           | 17.05  | 4,353.01  |
| Disposals / Discarded during the year | -              | -          | (56.22)               | -         | -                    | -                 | (90.90)            | (9.75) | (156.87)  |
| Adjustment during the year #          | -              | -          | -                     | -         | -                    | -                 | 43.51              | -      | 43.51     |
| <b>As at 31st March, 2018</b>         | 9,558.90       | 9,402.90   | 251.69                | 659.58    | 698.84               | 276.53            | 12,750.10          | 135.74 | 33,734.28 |
| Additions                             | 3,703.54       | 55.63      | 59.57                 | 255.10    | 53.64                | 70.92             | 629.82             | 75.78  | 4,904.00  |
| Disposals / Discarded during the year | -              | (26.63)    | (189.27)              | -         | (18.77)              | (1.26)            | (26.78)            | -      | (262.71)  |
| Adjustment during the year #          | -              | -          | -                     | -         | -                    | -                 | 7.52               | -      | 7.52      |
| <b>As at 31st March, 2019</b>         | 13,262.44      | 9,431.90   | 121.99                | 914.68    | 733.71               | 346.19            | 13,360.66          | 211.52 | 38,383.09 |

**DEPRECIATION**

| Particulars                           | As at 1st April, 2017 | As at 31st March, 2018 | As at 31st March, 2019 |
|---------------------------------------|-----------------------|------------------------|------------------------|
| Charge for the year                   | -                     | 187.43                 | 27.62                  |
| Disposals / Discarded during the year | -                     | -                      | (11.02)                |
| <b>As at 31st March, 2018</b>         | -                     | -                      | (11.02)                |
| Charge for the year                   | -                     | 189.89                 | 15.70                  |
| Disposals / Discarded during the year | -                     | (1.25)                 | (35.60)                |
| <b>As at 31st March, 2019</b>         | -                     | 188.64                 | (19.90)                |

**NET BOOK VALUE**

| Particulars            | As at 31st March, 2018 | As at 31st March, 2019 |
|------------------------|------------------------|------------------------|
| As at 31st March, 2018 | 9,558.90               | 9,038.19               |
| As at 31st March, 2019 | 13,262.44              | 8,878.55               |

**DEPRECIATION**

| Particulars                           | As at 1st April, 2017 | As at 31st March, 2018 | As at 31st March, 2019 |
|---------------------------------------|-----------------------|------------------------|------------------------|
| Charge for the year                   | -                     | 187.43                 | 27.62                  |
| Disposals / Discarded during the year | -                     | -                      | (11.02)                |
| <b>As at 31st March, 2018</b>         | -                     | -                      | (11.02)                |
| Charge for the year                   | -                     | 189.89                 | 15.70                  |
| Disposals / Discarded during the year | -                     | (1.25)                 | (35.60)                |
| <b>As at 31st March, 2019</b>         | -                     | 188.64                 | (19.90)                |

**NET BOOK VALUE**

| Particulars            | As at 31st March, 2018 | As at 31st March, 2019 |
|------------------------|------------------------|------------------------|
| As at 31st March, 2018 | 9,558.90               | 9,038.19               |
| As at 31st March, 2019 | 13,262.44              | 8,878.55               |

**DEPRECIATION**

| Particulars                           | As at 1st April, 2017 | As at 31st March, 2018 | As at 31st March, 2019 |
|---------------------------------------|-----------------------|------------------------|------------------------|
| Charge for the year                   | -                     | 187.43                 | 27.62                  |
| Disposals / Discarded during the year | -                     | -                      | (11.02)                |
| <b>As at 31st March, 2018</b>         | -                     | -                      | (11.02)                |
| Charge for the year                   | -                     | 189.89                 | 15.70                  |
| Disposals / Discarded during the year | -                     | (1.25)                 | (35.60)                |
| <b>As at 31st March, 2019</b>         | -                     | 188.64                 | (19.90)                |

**DEPRECIATION**

| Particulars                           | As at 1st April, 2017 | As at 31st March, 2018 | As at 31st March, 2019 |
|---------------------------------------|-----------------------|------------------------|------------------------|
| Charge for the year                   | -                     | 187.43                 | 27.62                  |
| Disposals / Discarded during the year | -                     | -                      | (11.02)                |
| <b>As at 31st March, 2018</b>         | -                     | -                      | (11.02)                |
| Charge for the year                   | -                     | 189.89                 | 15.70                  |
| Disposals / Discarded during the year | -                     | (1.25)                 | (35.60)                |
| <b>As at 31st March, 2019</b>         | -                     | 188.64                 | (19.90)                |

Continued from previous page.

# ARTEMIS MEDICARE SERVICES LIMITED

| Note No. | Particulars  | As At 31st March, 2019<br>Rs. in Lacs | As At 31st March, 2018<br>Rs. in Lacs |
|----------|--|---------------------------------------|---------------------------------------|
| 11       | <b>Other Equity:</b>   |                                       |                                       |
|          | <b>Securities Premium</b>  |                                       |                                       |
|          | Balance as per last financial statements   | 11,132.50                             | 11,132.50                             |
|          | <b>Closing Balance (A)</b>   | <b>11,132.50</b>                      | <b>11,132.50</b>                      |
|          | <b>Revaluation Reserve</b>   |                                       |                                       |
|          | Balance as per last financial statements   | 6,540.70                              | 6,526.40                              |
|          | Less : Deferred tax adjustment on revaluation  | 27.11                                 | 14.30                                 |
|          | <b>Closing Balance (B)</b>   | <b>6,567.81</b>                       | <b>6,540.70</b>                       |
|          | <b>Retained earnings</b>   |                                       |                                       |
|          | Balance as per last financial statements   | 3,328.82                              | 663.22                                |
|          | Add : Profit / (Loss) for the year   | 2,076.77                              | 2,677.02                              |
|          | Add : Other comprehensive income arising from re-measurement of defined benefit obligation net of income tax | (36.86)                               | (11.42)                               |
|          | <b>Balance at end of year (C)</b>  | <b>5,368.73</b>                       | <b>3,328.82</b>                       |
|          | <b>Total Other Equity (A + B + C)</b>  | <b>23,069.04</b>                      | <b>21,002.02</b>                      |

**Description of reserves**

**A. Security Premium**  
Securities premium is used to record the premium on issue of shares. The same is to be utilised in accordance with the provisions of Section 52 of the Companies Act, 2013.

**B. Revaluation Reserve**  
Revaluation Reserve represents freehold land revalued as on 31st March, 2016 as per independent valuer report.

**C. Retained Earnings**  
Retained earnings represents the profits that the Company has earned till date, less any transfer of general reserve, dividends or other distributions to shareholders etc.

| Particulars                                     | Note No. | Amounts         |
|---|----------|-----------------|
| <b>Balance as at April 1, 2017</b>              | 10       | 2,103.50        |
| Changes in equity share capital during the year | 10       | -               |
| <b>Balance as at March 31, 2018</b>             |          | <b>2,103.50</b> |
| Changes in equity share capital during the year | 10       | -               |
| <b>Balance as at March 31, 2019</b>             | 10       | <b>2,103.50</b> |

| Particulars                                   | Note No. | Reserves and surplus |                          |                     |                   | Items of OCI | Total     |
|---|----------|----------------------|--------------------------|---------------------|-------------------|--------------|-----------|
|   |          | General reserve      | Security Premium Reserve | Revaluation Reserve | Retained Earnings |              |           |
| <b>Balance as at April 1, 2017</b>            | 11       | -                    | 11,132.50                | 6,526.40            | 677.63            | (14.41)      | 18,322.12 |
| Profit for the year                           | 11       | -                    | -                        | -                   | 2,677.02          | -            | 2,677.02  |
| Deferred tax adjustment on revaluation        | 11       | -                    | -                        | 14.30               | -                 | -            | 14.30     |
| Other comprehensive income (OCI) (net of tax) | 11       | -                    | -                        | -                   | -                 | (11.42)      | (11.42)   |
| <b>Balance as at March 31, 2018</b>           | 11       | -                    | 11,132.50                | 6,540.70            | 3,354.65          | (25.83)      | 21,002.02 |
| Profit for the year                           | 11       | -                    | -                        | -                   | 2,076.77          | -            | 2,076.77  |
| Deferred tax adjustment on revaluation        | 11       | -                    | -                        | 27.11               | -                 | -            | 27.11     |
| Other comprehensive income (OCI) (net of tax) | 11       | -                    | -                        | -                   | -                 | (36.86)      | (36.86)   |
| <b>Balance as at March 31, 2019</b>           | 11       | -                    | 11,132.50                | 6,567.81            | 5,431.42          | (62.69)      | 23,069.04 |

Significant accounting policies 1  
See accompanying Notes to Financial Statements 2 to 43

As per our report of even date attached For SCV & Co. LLP  
Chartered Accountants  
Firm Registration Number 000235N / N500089

Sd/- Onkar S. Kanwar (Chairman & Director) [DIN : 00058921]  
Sd/- Dr. Devlina Chakravarty (Executive Director) [DIN : 07107875]  
Sd/- (Rajiv Puri) Partner Membership No. 084318

Place: Gurugram  
Dated: 26th April, 2019

Sd/- Sanjiv Kumar Kothari (Chief Financial Officer)  
Sd/- Rakesh Kaushik (Company Secretary)

| Note No. | Particulars   | As At 31st March, 2019<br>Rs. in Lacs | As At 31st March, 2018<br>Rs. in Lacs |
|----------|---|---------------------------------------|---------------------------------------|
| 12       | <b>Borrowings</b>   |                                       |                                       |
|          | <b>Non Current Borrowings</b>                                 |                                       |                                       |
|          | <b>Term Loans</b>   |                                       |                                       |
|          | From Banks  |                                       |                                       |
|          | - Indian Rupee loans from Banks (secured at amortised cost)   | 5,345.88                              | 5,137.63                              |
|          | From Others   | -                                     | 31.03                                 |
|          | - Indian Rupee loan from NBFC (Unsecured)                     | -                                     | 31.03                                 |
|          | <b>5,345.88</b>   | <b>5,168.66</b>                       |                                       |
|          | Deferred Payment Liabilities (secured)                        | -                                     | 55.95                                 |
|          | <b>5,345.88</b>   | <b>5,224.61</b>                       |                                       |
|          | <b>Current Maturity</b>                                       |                                       |                                       |
|          | <b>Term Loans</b>   |                                       |                                       |
|          | From Banks  |                                       |                                       |
|          | - Indian Rupee loans from Banks (secured) (at amortised cost) | 2,121.65                              | 2,080.43                              |
|          | From Others   |                                       |                                       |
|          | - Indian Rupee loan from NBFC (Unsecured)                     | 31.03                                 | 57.45                                 |
|          | <b>2,152.68</b>   | <b>2,137.88</b>                       |                                       |
|          | Deferred Payment Liabilities (secured)                        | 132.18                                | 1,728.00                              |
|          | <b>2,284.86</b>   | <b>3,865.88</b>                       |                                       |
|          | Transferred to Other Financial Liability (Note 17)            | (2,284.86)                            | (3,865.88)                            |
|          | <b>Total</b>  | <b>-</b>                              | <b>-</b>                              |

**1. Indian Rupee Loans from Banks include :**

a) Term loans of Rs. 7395.51 Lacs (As at 31st March, 2018 Rs. 7177.91 Lacs) from Scheduled Bank carries interest as linked with Base Rate of banks. The loans are secured by the charge on entire movable fixed assets on pari passu basis with existing lender, and Second charge on current assets. Further, these loans are collaterally secured by the Corporate Guarantee of Artemis Health Sciences Limited.

b) Vehicle Loans of Rs. 75.52 Lacs (As at 31st March, 2018 Rs. 45.83 Lacs) from Scheduled Bank carries interest as exclusive charge on the vehicles financed out of the said term loan. The rate of interest on aforesaid loan is linked to Bank's Prime Lending Rate (PLR).

**2. Indian Rupee loan from NBFC include :**

Unsecured loan of Rs. 31.03 Lacs (As at 31st March, 2018 Rs. 88.48 Lacs and) from NBFC carries effective interest rate of 10.49% per annum, payable in instalments, as per repayment schedule below.

**3. Deferred Payment Liability :**

Deferred payment liability of Rs. 132.18 Lacs (As at 31st March, 2018 Rs. 1783.95 Lacs) is on account of purchase of medical equipments and secured against letter of credit issued by HDFC Bank Limited, as per non fund based facility with charge on entire movable fixed assets on pari passu basis with existing lender, and Second charge on current assets. Further, these loans are collaterally secured by the Corporate Guarantee of Artemis Health Sciences Limited.

| Repayment Schedule                                       | FY 2019-20      |                               | FY 2020-21                       |                 | FY 2021-22   |                            | FY 2022-23 |  |
|--|-----------------|-------------------------------|----------------------------------|-----------------|--|----------------------------|------------|--|
|  | Secured Loan    | Term Loan - HDFC Bank Limited | Vehicle Loan - HDFC Bank Limited | Unsecured Loan  | Unsecured Loan - CISCO Systems Capital (India) Pvt. Ltd. | Deferred Payment Liability | Total      |  |
| Secured Loan   |                 |                               |                                  |                 |  |                            |            |  |
| Term Loan - HDFC Bank Limited                            | 2,090.75        | 2,090.75                      | 2,090.74                         | 1,123.27        |  |                            |            |  |
| Vehicle Loan - HDFC Bank Limited                         | 30.90           | 22.19                         | 21.80                            | 0.63            |  |                            |            |  |
| Unsecured Loan   |                 |                               |                                  |                 |  |                            |            |  |
| Unsecured Loan - CISCO Systems Capital (India) Pvt. Ltd. | 31.03           | -                             | -                                | -               |  |                            |            |  |
| Deferred Payment Liability                               | 132.18          | -                             | -                                | -               |  |                            |            |  |
| <b>Total</b>   | <b>2,284.86</b> | <b>2,112.94</b>               | <b>2,112.54</b>                  | <b>1,123.90</b> |  |                            |            |  |

| Reconciliation                              | As At 31st March, 2019 |               | As At 31st March, 2018 |                 |
|---|------------------------|---------------|------------------------|-----------------|
|   | Non-Current            | Current       | Non-Current            | Current         |
| <b>13 Provisions</b>                        |                        |               |                        |                 |
| <b>Provision for Employee Benefits</b>      |                        |               |                        |                 |
| Leave Benefits                              | 166.18                 | 83.15         | 127.10                 | 61.89           |
| Gratuity (Refer Note 34)                    | 330.78                 | 101.92        | 232.74                 | 74.98           |
| <b>Other Provisions</b>                     |                        |               |                        |                 |
| Provision for Contingencies (Refer Note 39) | -                      | 670.78        | -                      | 941.45          |
| <b>Total</b>                                | <b>496.96</b>          | <b>855.85</b> | <b>359.84</b>          | <b>1,078.32</b> |

| Note No. | Deferred tax assets / (liabilities) in relation to :   | As at April 1, 2017 | Credit / (Charge) to Profit or loss              | Credit / (Charge) to Other Comprehensive Income | As at 31st March, 2018 |
|----------|--|---------------------|--|---|------------------------|
|          |  | 14                  | <b>Deferred Tax Assets / (Liabilities) (Net)</b> |   |                        |
|          | The following is the analysis of deferred tax assets / liabilities recognised in statement of profit and loss and other comprehensive income |                     |  |   |                        |
|          | Property, plant and equipment (including intangible assets)  | (3,716.60)          | (191.89)   | 14.30   | (3,894.19)             |
|          | Other provisions   | 514.88              | (185.92)   | -   | 328.98                 |
|          | Allowance for Doubtful Debts (Expected credit loss)  | 69.00               | (9.13)   | -   | 59.87                  |
|          | Employee Benefits  | 147.50              | 19.94  | 6.14  | 173.57                 |
|          | Unabsorbed Losses as per Income Tax act  | 582.75              | (582.75)   | -   | -                      |
|          | MAT Credit Entitlement   | 903.03              | 652.32   | -   | 1,555.35               |
|          | Fair Value Adjustments   | 0.43                | (1.13)   | (0.70)  | -                      |
|          | Others   | (51.23)             | 81.13  | -   | 29.90                  |
|          |  | <b>(1,550.24)</b>   | <b>(217.42)</b>                                  | <b>20.44</b>                                    | <b>(1,747.22)</b>      |

Note: Deferred tax assets and deferred tax liabilities have been offset as they are governed by the same taxation laws.

| Note No. | Deferred tax assets / (liabilities) in relation to :   | As at March 1, 2018 | Credit / (Charge) to Profit or loss              | Credit / (Charge) to Other Comprehensive Income | As at 31st March, 2019 |
|----------|--|---------------------|--|---|------------------------|
|          |  | 14                  | <b>Deferred Tax Assets / (Liabilities) (Net)</b> |   |                        |
|          | The following is the analysis of deferred tax assets / liabilities recognised in statement of profit and loss and other comprehensive income |                     |  |   |                        |
|          | Property, plant and equipment (including intangible assets)  | (3,894.19)          | (144.08)   | 27.11   | (4,011.16)             |
|          | Other provisions   | 328.98              | (94.55)  | -   | 234.43                 |
|          | Allowance for Doubtful Debts (Expected credit loss)  | 59.87               | 13.77  | -   | 73.64                  |
|          | Employee Benefits  | 173.57              | 44.97  | 19.79   | 238.33                 |
|          | MAT Credit Entitlement   | 1,555.35            | (776.13)   | -   | 779.22                 |
|          | Fair Value Adjustments   | (0.70)              | (4.35)   | -   | (5.06)                 |
|          | Others   | 29.90               | 63.20  | -   | 93.09                  |
|          |  | <b>(1,747.22)</b>   | <b>(897.17)</b>                                  | <b>46.90</b>                                    | <b>(2,597.51)</b>      |

Note : Deferred tax assets and deferred tax liabilities have been offset as they are governed by the same taxation laws.  
\* : Including MAT credit utilisation forming part of Current Year Tax of Rs.611.67 Lacs.

| Note No. | Particulars               | As At 31st March, 2019<br>Rs. in Lacs | As At 31st March, 2018<br>Rs. in Lacs |
|----------|---------------------------|---------------------------------------|---------------------------------------|
|          |                           | 15                                    | <b>Borrowings</b>                     |
|          | Bank Overdraft (secured)* | 3,787.60                              | -                                     |
|          | <b>3,787.60</b>           | <b>-</b>                              | <b>-</b>                              |

\* Bank overdraft which is for routine working capital purpose / cash flow mismatch and the same is secured by the first charge on current assets and subordinated charge on movable fixed assets.

| Note No. | Particulars  | As At 31st March, 2019<br>Rs. in Lacs | As At 31st March, 2018<br>Rs. in Lacs |
|----------|--|---------------------------------------|---------------------------------------|
|          |  | 16                                    | <b>Trade payables</b>                 |
|          | Total Outstanding dues of Micro Enterprises and Small Enterprises (Refer Note 32)      | 62.81                                 | -                                     |
|          | Total Outstanding dues of Creditors other than Micro Enterprises and Small Enterprises | 7,306.74                              | 6,745.74                              |
|          | <b>Total</b>   | <b>7,369.55</b>                       | <b>6,745.74</b>                       |

| Note No. | Particulars   | As At 31st March, 2019<br>Rs. in Lacs | As At 31st March, 2018<br>Rs. in Lacs        |
|----------|---|---------------------------------------|--|
|          |   | 17                                    | <b>Other Financial Liabilities (secured)</b> |
|          | <b>Current</b>  |                                       |  |
|          | Term Loan (current maturity) (Refer Note 12)                  | 2,152.68                              | 2,137.88                                     |
|          | Deferred payment liability (current maturity) (Refer Note 12) | 132.18                                | 1,728.00                                     |
|          | <b>2,284.86</b>   | <b>3,865.88</b>                       |  |
|          | Interest Accrued but not due on borrowings                    | 52.24                                 | 50.48  |
|          | <b>52.24</b>  | <b>50.48</b>                          |  |
|          | <b>Total</b>  | <b>2,337.10</b>                       | <b>3,916.36</b>                              |

| Note No. | Particulars                    | As At 31st March, 2019<br>Rs. in Lacs | As At 31st March, 2018<br>Rs. in Lacs |
|----------|--------------------------------|---------------------------------------|---------------------------------------|
|          |                                | 18                                    | <b>Other Liabilities</b>              |
|          | <b>Current</b>                 |                                       |                                       |
|          | Advance from Patients / Others | 1,217.99                              | 949.70                                |
|          | Taxes payable *                | 306.23                                | 319.83                                |
|          | Security Deposits              | 537.68                                | 530.11                                |
|          | Deferred Government Grant **   | 78.96                                 | -                                     |
|          | Other Payable ***              | 843.90                                | 1,207.79                              |
|          | <b>Total</b>                   | <b>2,984.76</b>                       | <b>3,007.43</b>                       |

\* Taxes payable includes Withholding Tax, Goods & Services Tax.  
\*\* During the year company has obtained EPCG License against import of fixed assets. The company has recognised this grant as deferred income at fair value, which is being amortised in proportion to fulfillment of Export Obligation (Refer note 38B).  
\*\*\* Other payable includes payments due to employees, due on account of capital items, contribution of PF, ESI etc.

| Note No. | Particulars  | Year Ended 31st March, 2019<br>Rs. in Lacs | Year Ended 31st March, 2018<br>Rs. in Lacs |
|----------|--|--|--|
|          |  | 19   | <b>Revenue from Operations</b>             |
|          | Sale of Services   |  |  |
|          | Revenue from Health Care Services                                      | 52,493.48                                  | 47,354.33                                  |
|          | Sale of Goods  |  |  |
|          | Sale of Pharmacy Drugs & Medical Consumables                           | 914.88                                     | 963.49                                     |
|          | Sale of Stock in Trade (Pharmacy)                                      | 199.82                                     | 181.48                                     |
|          | Other Operating Income   |  |  |
|          | Income from Nursing Hostel   | 34.62                                      | 34.41                                      |
|          | Income from Education & Training                                       | 60.73                                      | 108.68                                     |
|          | Income from Export Incentive   | 612.60                                     | 925.97                                     |
|          | Unclaimed credit balances / provisions no longer required written back | 320.30                                     | 696.36                                     |
|          | Sale of Scrap  | 13.66                                      | 12.41                                      |
|          | <b>Total</b>   | <b>54,650.09</b>                           | <b>50,277.13</b>                           |

| Note No. | Particulars  | Year Ended 31st March, 2019<br>Rs. in Lacs | Year Ended 31st March, 2018<br>Rs. in Lacs |
|----------|--|--|--|
|          |  | 20   | <b>Other Income</b>                        |
|          | Interest Income  | 127.48                                     | 144.00                                     |
|          | - From Bank deposits                                       | 68.88                                      | 48.19                                      |
|          | - From Financial Assets carried at amortised cost          | 57.62                                      | 11.99                                      |
|          | - From Others  | 0.98                                       | 83.82                                      |
|          | Income from outsource activities (Cafeteria, Parking etc.) | 105.37                                     | 96.74                                      |
|          | Other Non-Operating Income (net of reimbursements)         | 115.05                                     | 101.33                                     |
|          | Foreign Exchange Gain (Net)                                | 44.01                                      | 48.69                                      |
|          | <b>Total</b>   | <b>391.91</b>                              | <b>390.76</b>                              |

| Note No. | Particulars   | Year Ended 31st March, 2019<br>Rs. in Lacs | Year Ended 31st March, 2018<br>Rs. in Lacs  |
|----------|---|--|---|
|          |   | 21   | <b>(Increase) / Decrease in Inventories of Pharmacy Drugs &amp; Medical Consumables</b> |
|          | Inventories at the beginning of the year                      | 574.13                                     | 577.73  |
|          | Inventories at the end of the year                            | 605.03                                     | (30.90)   |
|          | <b>(Increase) / Decrease in Inventories of Stock in Trade</b> |  |   |
|          | Inventories at the beginning of the year                      | 33.61                                      | 21.70   |
|          | Inventories at the end of the year                            | 30.43                                      | 3.18  |
|          | <b>Total</b>  | <b>(27.72)</b>                             | <b>(8.31)</b>   |

| Note No. | Particulars                               | Year Ended 31st March, 2019<br>Rs. in Lacs | Year Ended 31st March, 2018<br>Rs. in Lacs                 |
|----------|---|--|--|
|          |   | 22   | <b>Employee Benefits Expense Salaries, Wages and Bonus</b> |
|          | Contribution to Provident and Other Funds | 8,961.98                                   | 8,414.60   |
|          | Gratuity Expenses                         | 355.38                                     | 331.66   |
|          | Employee Welfare Expenses                 | 101.58                                     | 73.46  |
|          | <b>Total</b>                              | <b>9,687.31</b>                            | <b>9,044.65</b>  |

| Note No. | Particulars  | Year Ended 31st March, 2019<br>Rs. in Lacs | Year Ended 31st March, 2018<br>Rs. in Lacs |
|----------|--|--|--|
|          |  | 23   | <b>Finance Costs</b>                       |
|          | Interest expense on financial liabilities measured at amortised cost |  |  |
|          | - On term Loans  | 817.97                                     | 573.27                                     |
|          | - Deferred Payment   | 68.39                                      | 163.57                                     |
|          | Other Interest Expense   | 3.64                                       | 2.71                                       |
|          | Other Borrowing Costs  | 4.87                                       | 4.87                                       |
|          | Bank Charges   | 208.96                                     | 201.72                                     |
|          | <b>Total</b>   | <b>1,103.83</b>                            | <b>946.14</b>                              |

| Note No. | Particulars                                   | Year Ended 31st March, 2019<br>Rs. in Lacs | Year Ended 31st March, 2018<br>Rs. in Lacs   |
|----------|---|--|--|
|          |   | 24   | <b>Depreciation and amortization expense</b> |
|          | Depreciation of property, plant and equipment | 1,917.72                                   | 1,796.54                                     |
|          | Amortization of intangible assets             | 74.57                                      | 50.54  |
|          | <b>Total</b>                                  | <b>1,992.29</b>                            | <b>1,847.08</b>                              |

| Note No. | Particulars                    | Year Ended 31st March, 2019<br>Rs. in Lacs | Year Ended 31st March, 2018<br>Rs. in Lacs |
|----------|--------------------------------|--|--|
|          |                                | 25   | <b>Other expenses</b>                      |
|          | Consumption of stores & spares | 133.23                                     | 160.26                                     |
|          | Power & Fuel                   | 1,102.35                                   |  |

Continued from previous page.

**ARTEMIS MEDICARE SERVICES LIMITED****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.

Depreciation commences when the fixed assets are ready for their intended use. Depreciation on all PPE except land are provided on a straight line based on the estimated useful life of PPE, which is as follows:

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

Leasehold Improvements including renovation done on shared facilities have been depreciated as per the useful life ascertained or over the primary period of lease / contract, whichever is shorter.

**e) Intangible Assets**

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.

**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**

The Company derives revenue primarily from Healthcare Services through operating of multi-specialty Hospital.

Effective April 1, 2018, the Company adopted Ind AS 115 'Revenue from Contracts with Customers' using the cumulative catch up transition method, applied to contracts that were not completed as of April 1, 2018. In accordance with the cumulative catch-up transition method, the comparatives have not been retrospectively adjusted. The following is a summary of new and/or revised significant accounting policies related to revenue recognition. The effect on adoption of Ind AS 115 was insignificant as the revenue is of short term nature and performance obligations are satisfied upon delivery of service/goods.

Revenue is measured at the transaction price. Revenue is reduced for returns, trade allowances for deduction, rebates, value added taxes and amounts collected on behalf of third parties.

**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. Revenue from the sale of Pharmacy Drugs, Medical Supplies and Traded good are recognised when control of the goods has passed to the buyer i.e. at the point of sale / to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods.

Sale is net of sales returns, discounts and goods & services tax.

**Income from Operations**

Revenue is recorded when the performance obligation are satisfied. For outpatient customers services are simultaneously received and consumed by the patient. For inpatient customers, revenue is recognized as serviced are performed over the period. Revenue for the ongoing services at the reporting date is recognised as unbilled revenue. 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 adjustments to interest costs on those foreign currency 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 gratuity. 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 benefits****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.

**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 it 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.

**iii) 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.

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):

- the assets is held within a business model whose objective is to hold assets in order to collect contractual cash flows; and
- 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 profit or loss on other comprehensive income (except for financial assets that are designated as at fair value through profit or loss on initial recognition):

- the assets is held within a business model whose objective is achieved both by collecting contractual cash flows and selling financial assets; and
- 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 credit-impaired 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.

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 another contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 115, 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:

- it has been incurred principally for the purpose of repurchasing it in the near term; or
- 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
- 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.

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:

- the amount of loss allowance determined in accordance with impairment requirements of Ind AS 109; and
- the amount initially recognised less, when appropriate, the cumulative amount of income recognised in accordance with the principles of Ind AS 115.

**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:

- the amount of loss allowance determined in accordance with impairment requirements of Ind AS 109; and
- the amount initially recognised less, when appropriate, the cumulative amount of income recognised in accordance with the principles of Ind AS 115.

**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

Continued from previous page...

# ARTEMIS MEDICARE SERVICES LIMITED

## b) Transactions during the year

|   | (Rs. in Lacs)                             |                  |                    |                  |  |                  |  |                  |
|---|---|------------------|--------------------|------------------|--|------------------|--|------------------|
|   | Ultimate Parent Company / Holding Company |                  | Subsidiary Company |                  | Key Management Personnel and their relatives |                  | Enterprises owned or significantly influenced by key management personnel or their relatives |                  |
|   | 31st March, 2019                          | 31st March, 2018 | 31st March, 2019   | 31st March, 2018 | 31st March, 2019                             | 31st March, 2018 | 31st March, 2019   | 31st March, 2018 |
| <b>Reimbursement of Expenses incurred on behalf of the Company*</b> |   |                  |                    |                  |  |                  |  |                  |
| Artemis Health Sciences Ltd.  | 2.33                                      | 0.07             | -                  | -                | -  | -                | -  | -                |
| Artemis Health Sciences Foundation                                  | -   | -                | -                  | -                | -  | -                | 2.32   | -                |
| Artemis Education & Research Foundation                             | -   | -                | -                  | -                | -  | -                | 38.96  | 43.34            |
| Artemis Cardiac Care Pvt Ltd  | -   | -                | 20.77              | -                | -  | -                | -  | -                |
| <b>CSR Expenses</b>   |   |                  |                    |                  |  |                  |  |                  |
| Artemis Health Sciences Foundation                                  | -   | -                | -                  | -                | -  | -                | 45.83  | 8.42             |
| <b>Corporate Guarantee Fee</b>                                      |   |                  |                    |                  |  |                  |  |                  |
| Artemis Health Sciences Ltd.  | 4.87                                      | 4.87             | -                  | -                | -  | -                | -  | -                |
| Recovery of Loans & Advances  | -   | -                | -                  | -                | -  | -                | -  | -                |
| Devlina Chakravarty   | -   | -                | -                  | -                | 12.00  | 12.00            | -  | -                |
| Sanjiv Kumar Kothari  | -   | -                | -                  | -                | 6.00   | 6.00             | -  | -                |
| Lease Expenses*   |   |                  |                    |                  |  |                  |  |                  |
| Artemis Global Life Sciences Ltd                                    | 48.14                                     | 44.98            | -                  | -                | -  | -                | -  | -                |
| Swaranganga Consultants P Ltd                                       | -   | -                | -                  | -                | -  | -                | 12.20  | 262.19           |
| Investment in Subsidiary  | -   | -                | -                  | -                | -  | -                | -  | -                |
| Artemis Cardiac Care Pvt Ltd  | -   | -                | 6.50               | -                | -  | -                | -  | -                |
| Sale of Services / License  | -   | -                | -                  | -                | -  | -                | -  | -                |
| Total Transactions  | -   | -                | -                  | -                | 31.31  | 78.58            | 855.60   | 441.48           |
| Transactions in excess of 10%                                       |   |                  |                    |                  |  |                  |  |                  |
| Apollo Tyres Ltd.   | -   | -                | -                  | -                | -  | -                | 845.94   | 437.18           |
| Purchase of services / goods *                                      |   |                  |                    |                  |  |                  |  |                  |
| Apollo Tyres Ltd.   | -   | -                | -                  | -                | -  | -                | 7.08   | 7.08             |
| Devarchana Rana   | -   | -                | -                  | -                | 6.20   | 6.00             | -  | -                |
| Z & A Medical Tourism PTE Ltd.                                      | -   | -                | -                  | -                | -  | -                | -  | 85.38            |
| Premedium Pharmaceuticals Pvt Ltd                                   | -   | -                | -                  | -                | -  | -                | 49.48  | -                |
| <b>Donation Paid</b>  |   |                  |                    |                  |  |                  |  |                  |
| Artemis Education & Research Foundation                             | -   | -                | -                  | -                | -  | -                | 40.00  | 40.00            |
| Artemis Health Sciences Foundation                                  | -   | -                | -                  | -                | -  | -                | 2.74   | -                |
| <b>Directors' Sitting Fees paid</b>                                 |   |                  |                    |                  |  |                  |  |                  |
| Onkar S Kanwar  | -   | -                | -                  | -                | 1.40   | 1.20             | -  | -                |
| Neeraj Singh Kanwar   | -   | -                | -                  | -                | 0.80   | 1.60             | -  | -                |
| Shalini Kanwar Chand  | -   | -                | -                  | -                | 2.60   | 2.60             | -  | -                |
| S. Narayan  | -   | -                | -                  | -                | 2.80   | 1.80             | -  | -                |
| Sanjaya Baru  | -   | -                | -                  | -                | 1.00   | 0.60             | -  | -                |
| Nirmal K. Ganguly   | -   | -                | -                  | -                | 0.80   | 1.20             | -  | -                |
| Saurabh Srivastav   | -   | -                | -                  | -                | 0.40   | -                | -  | -                |
| Akshay Kumar  | -   | -                | -                  | -                | 2.40   | 2.20             | -  | -                |
| <b>Key management personnel-Compensation</b>                        |   |                  |                    |                  |  |                  |  |                  |
| Devlina Chakravarty   | -   | -                | -                  | -                | 459.77                                       | 403.59           | -  | -                |
| Sanjiv Kumar Kothari  | -   | -                | -                  | -                | 73.15  | 55.89            | -  | -                |
| Rakesh Kaushik  | -   | -                | -                  | -                | 27.50  | -                | -  | -                |
| Navneet Goel  | -   | -                | -                  | -                | 64.93  | 35.73            | -  | -                |
| Defined benefit obligation  | -   | -                | -                  | -                | -  | -                | -  | -                |
| Post-employment benefits  | -   | -                | -                  | -                | 52.01  | 47.48            | -  | -                |
| Short-term benefits   | -   | -                | -                  | -                | 23.30  | 20.60            | -  | -                |
| Total compensation  | -   | -                | -                  | -                | 75.31  | 68.08            | -  | -                |
| Dr. Devlina Chakravarty   | -   | -                | -                  | -                | 64.21  | 51.49            | -  | -                |
| Mr. Sanjiv Kumar Kothari  | -   | -                | -                  | -                | 10.21  | 7.11             | -  | -                |
| Mr. Navneet Goel  | -   | -                | -                  | -                | -  | 9.48             | -  | -                |
| Mr. Rakesh Kaushik  | -   | -                | -                  | -                | 0.89   | -                | -  | -                |
| <b>Total compensation</b>   | -   | -                | -                  | -                | <b>75.31</b>                                 | <b>68.08</b>     | -  | -                |

| (Rs. in Lacs)  |                                      |                  |                  |
|--|--------------------------------------|------------------|------------------|
| Balance Payable  | Name of Entity                       | 31st March, 2019 | 31st March, 2018 |
| Ultimate Parent Company Holding Company  | Artemis Global Life Sciences Limited | -                | 11.22            |
| Key Management Personnel and their relatives   | Artemis Health Sciences Limited      | 4.38             | 4.31             |
| Enterprises owned or significantly influenced by key management personnel or their relatives | Relatives of Director & KMP          | 0.40             | -                |
|  | Apollo Tyres Ltd.                    | 7.08             | 6.48             |
|  | Apollo International Ltd.            | 1.49             | 0.45             |
|  | Swaranganga Consultants P Ltd        | 0.22             | -                |
|  | Premedium Pharmaceuticals Pvt. Ltd.  | 49.48            | -                |

| (Rs. in Lacs)  |   |                  |                  |
|--|---|------------------|------------------|
| Balance Recoverable  | Name of Entity                          | 31st March, 2019 | 31st March, 2018 |
| Key Management Personnel and their relatives   | Relatives of Director & KMP             | 0.48             | 17.38            |
|  | Devlina Chakravarty                     | 62.14            | 72.90            |
|  | Sanjiv Kumar Kothari                    | 30.06            | 36.87            |
| Enterprises owned or significantly influenced by key management personnel or their relatives | Apollo Tyres Ltd.                       | 438.92           | 1.85             |
|  | Artemis Education & Research Foundation | 38.00            | 42.36            |
|  | Swaranganga Consultants P Ltd.          | 84.00            | 84.00            |
|  | Artemis Cardiac Care Pvt. Ltd.          | 14.82            | -                |

**30 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. 242.99 Lacs (previous year Rs. 446.36 Lacs).

| (Rs. in Lacs)                                    |                        |                        |
|--|------------------------|------------------------|
| Minimum Lease Rentals Payable for lock in period | As at 31st March, 2019 | As at 31st March, 2018 |
| Not later than one year                          | -                      | 2.29                   |
| After one year but not more than five years      | -                      | -                      |

**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. 104.69 Lacs (Previous year Rs. 94.91 Lacs).

| (Rs. in Lacs)  |                        |                        |
|--|------------------------|------------------------|
| Minimum Lease Rentals Receivable during lock in period | As at 31st March, 2019 | As at 31st March, 2018 |
| Not later than one year                                | 4.07                   | 3.88                   |
| Later than one year but not later than five years      | 3.17                   | 7.24                   |
| 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.

| 31 Earning Per Share (EPS)   |                             |                             |  |
|--|-----------------------------|-----------------------------|--|
| Particulars  | (Rs. in Lacs)               |                             |  |
|  | Year Ended 31st March, 2019 | Year Ended 31st March, 2018 |  |
| <b>Net profit after Tax</b>  |                             |                             |  |
| Profit / (Loss) attributable to the Equity Shareholders                      | 2,076.77                    | 2,677.02                    |  |
| Basic / Weighted Average Number of Equity Shares Outstanding during the year | 210,35,000                  | 210,35,000                  |  |
| Earning Per Share (in Rupees)  |                             |                             |  |
| - Basic  | 9.87                        | 12.73                       |  |
| - Diluted  | 9.87                        | 12.73                       |  |
| Normal value of Equity Shares  | 10.00                       | 10.00                       |  |

32 The Micro, Small and Medium Enterprises have been identified by the Company from the available information, which has been relied upon by the auditors. According to such identification, the disclosures as per Section 22 of "The Micro, Small and Medium Enterprise Development (MSMED) Act, 2006" are as follows:

| (Rs. in Lacs)  |                  |                  |
|--|------------------|------------------|
| Details of dues to Micro and Small Enterprises as per MSMED Act, 2006  | 31st March, 2019 | 31st March, 2018 |
| The principal amount and the interest due thereon remaining unpaid to any supplier at the end of each accounting year  |                  |                  |
| - Principal Amount   | 62.81            | -                |
| - Interest thereon   | 0.33             | -                |
| 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;   | 0.33             | -                |
| 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. | -                | -                |

33 The Company has availed the exemption given as per proviso to Rule 6 of The Companies (Accounts) Rules, 2014 for preparation of consolidated financial statements which is required to be prepared as per section 129 (3) of the Companies Act, 2013, as the Company being a subsidiary of another company and its ultimate or any intermediate holding company is filing consolidated financial statements with the Registrar of Companies which are in compliance with the applicable Accounting Standards.

| 34 Employee Benefits   |                             |                             |  |
|--|-----------------------------|-----------------------------|--|
| A) Defined Contribution Plan                                       |                             |                             |  |
| Particulars  | (Rs. in Lacs)               |                             |  |
|  | Year Ended 31st March, 2019 | Year Ended 31st March, 2018 |  |
| <b>Expense under defined contribution plans include:</b>           |                             |                             |  |
| a) Employer's contribution to provident fund                       | 276.60                      | 249.12                      |  |
| b) Employer's contribution to Employee State Insurance Corporation | 74.80                       | 78.69                       |  |
| c) Employer's contribution to Labour Welfare Fund                  | 3.98                        | 3.85                        |  |
| <b>Total</b>   | <b>355.38</b>               | <b>331.66</b>               |  |

The expense is disclosed in the line item - contribution to provident fund and other funds in Note 22.

**B) Defined Benefit Plan**

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, 2019                         | 31st March, 2018                         | 31st March, 2019  | 31st March, 2018 |
|   | (Rs. In Lacs)                            | (Rs. In Lacs)                            | (Rs. In Lacs)     | (Rs. In Lacs)    |
| <b>(i) Reconciliation of opening and closing balances of obligations:</b>           |  |  |                   |                  |
| a) Obligation at the beginning  | 307.72                                   | 232.57                                   | 188.98            | 193.67           |
| b) Current Service Cost   | 79.12                                    | 57.88                                    | 66.61             | 50.84            |
| c) Interest Cost  | 22.46                                    | 15.58                                    | 13.80             | 12.98            |
| d) Past Service Cost  | -  | -  | -                 | -                |
| e) Actuarial (Gain) / Loss  | 56.65                                    | 17.56                                    | 11.65             | (44.77)          |
| f) Benefits paid  | (33.24)                                  | (15.87)                                  | (31.71)           | (23.73)          |
| g) Obligation at the year end   | 432.70                                   | 307.72                                   | 249.33            | 188.98           |
| <b>(ii) Change in Plan Assets (Reconciliation of opening and closing balances):</b> |  |  |                   |                  |
| 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  | -  | -  | -                 | -                |
| <b>(iii) Reconciliation of fair value of assets and obligations:</b>                |  |  |                   |                  |
| a) Present value of obligation at year end  | 432.70                                   | 307.72                                   | 249.33            | 188.98           |
| b) Fair Value of Plan Assets at year end  | -  | -  | -                 | -                |
| c) Asset / Liability recognized in the Balance Sheet                                | 432.70                                   | 307.72                                   | 249.33            | 188.98           |
| <b>(iv) Amount recognized in the income statement</b>                               |  |  |                   |                  |
| a) Current Service Cost   | 79.12                                    | 57.88                                    | 66.61             | 50.84            |
| b) Past Service Cost  | -  | -  | -                 | -                |
| c) Interest Cost  | 22.46                                    | 15.58                                    | 13.80             | 12.98            |
| d) Curtailment Cost (Credit)  | -  | -  | -                 | -                |
| e) Expected return on Plan Assets   | -  | -  | -                 | -                |
| f) Actuarial (Gain) / Loss  | -  | -  | 11.65             | (44.77)          |
| g) Expenses recognized during the year  | 101.58                                   | 73.46                                    | 92.05             | 19.04            |
| (v) Other Comprehensive Income (OCI)  |  |  |                   |                  |
| a) Unrealised actuarial Gain / (Loss)   | (56.65)                                  | (17.56)                                  | -                 | -                |
| <b>(vi) Assumptions:</b>  | As at 31st March, 2019                   | As at 31st March, 2018                   |                   |                  |
| a) Discounting Rate (per annum)   | 6.90%                                    | 7.30%                                    |                   |                  |
| b) Future Salary Increase   | 5.00%                                    | 6.00%                                    |                   |                  |
| Withdrawal / Employee Turnover Rate   |  |  |                   |                  |
| c) Age upto 30 years  | 36.00%                                   | 36.00%                                   |                   |                  |
| d) Age from 31 to 44 years  | 32.00%                                   | 32.00%                                   |                   |                  |
| e) Age above 44 years   | 15.00%                                   | 15.00%                                   |                   |                  |
| Mortality table used  | Indian Assured Lives Mortality (2006-08) | Indian Assured Lives Mortality (2006-08) |                   |                  |

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. 124.73 Lacs for Gratuity & Rs. 30.28 Lacs for Leave Encashment.

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

| Particulars                               | Year ended 31st March, 2019 |          | Year ended 31st March, 2018 |          |
|---|-----------------------------|----------|-----------------------------|----------|
|   | Increase                    | Decrease | Increase                    | Decrease |
| Change in discount rate by 1.00%          | 18.31                       | 19.46    | 13.77                       | 14.66    |
| Change in Salary escalation rate by 1.00% | 14.93                       | 23.07    | 14.71                       | 14.06    |

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.

**Financial Instruments**

**i) Capital Management**

The Company manages its capital to ensure that the Company will be able to continue as going concerns while maximising the return to stakeholders through the optimisation of the debt and equity balance.

The capital structure of the Company consists of net debt (borrowings as Detailed in Notes 12 & 15 & 17 offset by cash and bank balances) and total equity of the company.

The Company is not subject to any externally imposed capital requirements other than for covenants under various loan arrangements of the Company.

The Company's Board reviews the capital structure of the Company on need basis. As part of this review, the Board considers the cost of capital and the risks associated with each class of capital. The gearing ratio at 31st March, 2019 of 42.35% (previous year 38.39%) (See below).

| Particulars                               | As at 31st March, 2019 |          | As at 31st March, 2018 |          |
|---|------------------------|----------|------------------------|----------|
|   | Increase               | Decrease | Increase               | Decrease |
| Change in discount rate by 1.00%          | 18.31                  | 19.46    | 13.77                  | 14.66    |
| Change in Salary escalation rate by 1.00% | 14.93                  | 23.07    | 14.71                  | 14.06    |

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.

| Particulars                                     | As at 31st March, 2019 |           | As at 31st March, 2018 |          |
|---|------------------------|-----------|------------------------|----------|
|   | Increase               | Decrease  | Increase               | Decrease |
| Debt *  | 11,470.58              | 9,140.97  |                        |          |
| Less : Cash and Cash Equivalents (Refer Note 8) | 811.00                 | 269.78    |                        |          |
| Net Debt  | 10,659.58              | 8,871.19  |                        |          |
| Total Equity                                    | 25,172.54              | 23,105.52 |                        |          |
| Net Debt to Equity Ratio                        | 42.35%                 | 38.39%    |                        |          |

\* Debt is defined as long-term and short-term borrowings.

**ii) Categories of Financial Instruments**

| Financial Assets                     | As at 31st March, 2019 |                        | As at 31st March, 2018 |                        |
|--------------------------------------|------------------------|------------------------|------------------------|------------------------|
|                                      | As at 31st March, 2019 | As at 31st March, 2018 | As at 31st March, 2019 | As at 31st March, 2018 |
| Measured at amortised cost           |                        |                        |                        |                        |
| Loans- Non Current                   | 255.86                 | 148.25                 |                        |                        |
| Other financial assets - Non Current | 32.42                  | 29.51                  |                        |                        |
| Trade receivables - Current          | 7,844.06               | 5,556.40               |                        |                        |
| Cash and cash equivalents            | 811.00                 | 269.78                 |                        |                        |
| Other Bank balances - Current        | 314.39                 | 948.16                 |                        |                        |
| Loans - Current                      | 159.96                 | 100.80                 |                        |                        |
| Other financial assets - Current     | 514.70                 | 494.94                 |                        |                        |
| <b>Total</b>                         | <b>9,932.39</b>        | <b>7,547.84</b>        |                        |                        |

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.

| Financial Liabilities | As at 31st March, 2019 |  | As at 31st March, 2018 |  |
|-----------------------|------------------------|--|------------------------|--|
|                       |                        |  |                        |  |

# US, China sign the deal

DOW, NASDAQ HIT RECORD HIGHS

WALL STREET'S 'FEAR INDEX' AT LOWEST THIS YR

THIS IS A MOMENTOUS STEP FORWARD: TRUMP

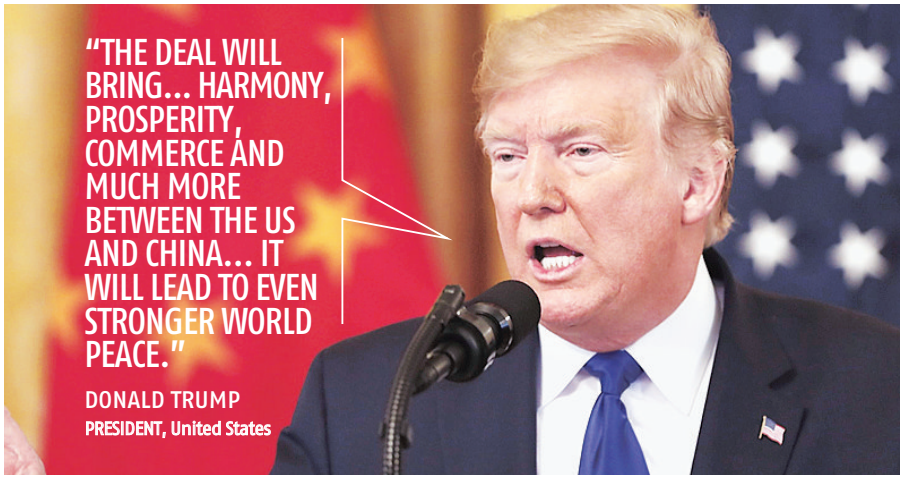
REUTERS  
Washington, 15 January

The United States and China announced an initial trade deal on Wednesday that will roll back some tariffs and boost Chinese purchases of US goods and services, defusing an 18-month conflict between the world's two largest economies.

Beijing and Washington have portrayed their "Phase 1" agreement as a momentous step after months of start-stop talks punctuated by tit-for-tat tariffs that uprooted supply chains and stoked fears of a further slowdown in the global economy. US markets, including the Dow and Nasdaq, hit record highs in anticipation of the announcement. The Wall Street's Fear Index also hit a year's low.

"Together we are righting the wrongs of the past and delivering a future of economic justice and security for American workers, farmers and families," US President Donald Trump said, as he touted the deal in rambling, partisan remarks at the White House alongside Chinese Vice Premier Liu He and other officials.

The centerpiece of the deal is a pledge by China to purchase at least an additional \$200 billion worth of US farm products and other goods and services over two years, over a baseline of \$186 billion in pur-



## Impeachment articles forwarded to Senate; trial may begin next week

Four weeks after the US House of Representatives impeached President Donald Trump, Speaker Nancy Pelosi on Wednesday named managers for the Senate trial, which is likely to begin next week.

Congressman Adam Schiff, chairman of the Permanent Select Committee on Intelligence, has been named as the lead manager. The trial is likely to begin on January 21. PTI

differences that led the Trump administration to start the trade war in the first place.

They include Beijing's long-standing practice of propping up state-owned companies, and flooding international markets with low-priced goods.

Trump, who has embraced an "America First" policy aimed at rebalancing global trade in favor of US companies and workers, said China had pledged action to confront the problem of pirated or counterfeited goods, and that the deal included strong protection of intellectual property rights.

Trump said he would agree to remove the remaining tariffs once the two sides had negotiated a "Phase 2" agreement. He added that those negotiations would start soon.

# Russian PM resigns with govt as Putin warns of a global war

Move comes after prez proposed a series of reforms

AGENCIES  
Moscow, 15 January

Russia's government resigned in a shock announcement on Wednesday after President Vladimir Putin proposed a series of constitutional reforms.

In a televised meeting with the Russian president, Prime Minister Dmitry Medvedev said the proposals would make significant changes to the country's balance of power and so "the government in its current form has resigned".

Putin asked Medvedev, his longtime ally, to continue as head of government until a new government has been appointed.

Putin warned regional con-



Russian President Vladimir Putin with outgoing PM Dmitry Medvedev in Moscow PHOTO: REUTERS

licts in West Asia can transform into a global war. "The regional conflicts can rapidly transform into threats to the international security. (...)

There is a serious need for a conversation about the stability and security of the world order. The five nations (nuclear states) have to elimi-

nate the reasons that can cause a war," he said.

He added that new weapons systems would protect Russia's security "for decades ahead."

# Sikhs a separate ethnic group in US census

PRESS TRUST OF INDIA  
Washington, 15 January

For the first time, Sikhs in the US will be counted as a separate ethnic group in the 2020 census, an organisation of the minority community said on Tuesday, describing it as a milestone moment.

Baljeet Singh, president of the Sikh Society of San Diego, said the Sikh commu-



"It's clear that a separate code is needed to ensure an accurate count of Sikhs in the US, recognising a unique identity"

RON JARMIN  
Deputy Director, US Census

nity's efforts have come to fruition. "This has paved the way

forward nationally not only for the Sikh community, but also for other ethnicities in

the United States," he said.

Describing this as a milestone, the United Sikhs said that this will be the first time the minority group will be counted and coded in the decennial US Census.

A delegation of the United Sikhs has held several meetings with the US Census in the recent past, with the last one being on January 6 in San Diego.

## ARTEMIS MEDICARE SERVICES LIMITED

A receivables is right to consideration that is unconditional upon passage of time. Revenue for ongoing services at the reporting date yet to be invoiced is recorded as unbilled revenue.

**c. Performance obligation and remaining performance obligation**  
The remaining performance obligation disclosure provides the aggregate amount of the transaction price yet to be recognized as at the end of the reporting period and an explanation as to when the Company expects to recognize these amounts in revenue. As on 31st March, 2019, there were no remaining performance obligation as the same is satisfied upon delivery of goods/services.

**38 Contingent Liabilities** (Rs. In Lacs)

| Particulars   | 31st March, 2019      | 31st March, 2018                              |  |
|---|-----------------------|---|--|
| <b>A Claims against the company not acknowledged as debts</b>   |                       |   |  |
| In respect of compensation demanded by the patient / their relatives, for negligence in treatment and are pending with various consumer 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. | 785.99                | 831.18  |  |
| <b>B The status of completion of obligation as at the end on licensing years for the EPGC licenses obtained by the company is as under:</b>   |                       |   |  |
| <b>Obligation value</b>   | <b>Licensing Year</b> | <b>Export Obligation to be completed till</b> | <b>Export Obligation completed in foreign currency</b> |
| 108.52  | 2018-2019             | 2024-2025                                     | NIL  |
| 473.74  | 2018-2019             | 2024-2025                                     | NIL  |

**39** The Company carries a general provision for contingencies towards various claims against the company including claims raised by patients / vendors / government authorities, not acknowledged as debts.

| Opening Balance as at 01.04.2018 | Additional provision made during the year | Incurred / (reversed) against provision during the year | Closing Balance as at 31.03.2019 |
|----------------------------------|---|---|----------------------------------|
| 941.45                           | 0.00                                      | 270.67  | 670.78                           |

**40 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, 2019 (Rs. in lacs) | As at 31st March, 2018 (Rs. in lacs) |
|---------------------------------------|--------------------------------------|--------------------------------------|
| Finance charges                       | 65.92                                | 138.59                               |
| Legal & professional consultancy Fees | 14.52                                | 131.31                               |
| Other expenses directly attributable  | 24.83                                | 88.68                                |
| <b>Total</b>                          | <b>105.27</b>                        | <b>358.58</b>                        |

**41 Scheme of Amalgamation:**  
The Company and its holding company i.e. Artemis Health Sciences Ltd, its ultimate holding company i.e. Artemis Global Life Sciences Ltd and its fellow subsidiary company i.e. Athena Eduspark Limited have decided to merge and the proposed Composite Scheme of Amalgamation between the aforesaid Companies and their respective shareholders and creditors under section 230 to 232 and other applicable provisions of Companies Act 2013 have been approved in the meeting of the Board of Directors held on 09th May, 2018. Subsequent to receipt of No- Objection of the Stock Exchanges to the Scheme and approval of the shareholders and Creditors of the Company at the meetings held on 27th Jan 2019. Petition(s) have been filed with the Delhi Bench of Hon'ble National Company Law Tribunal seeking its final approval of the Scheme. No effect of the Scheme has been given in these financial statements as the Approval is awaited till the date of signing of financial statement.

**42 Suspension of Capitalisation:**  
The Company started its expansion plan of Hospital in 2017 by construction of building, which was temporarily suspended pursuant to issue of show cause by Haryana State Pollution Control Board (HSPCB) for not seeking permission from HSPCB prior to undertaking construction activity. The Company has been pursuing the matter with the Ministry of Environment and Forest for seeking approval. In this regard the company has submitted clarifications sought by the Ministry time to time. The Company has also represented in proceedings with Ministry of Environment and Forest and approval for the same is awaited. Company has so far incurred Rs. 4441.38 Lacs on expansion which is pending capitalization.

**43 Previous year figures have been regrouped / reclassified, where necessary, to confirm to this year's classification.**

As per our report of even date attached For SCV & Co. LLP Chartered Accountants Firm Registration Number 000235N / N500089

Signature to Note 1 to 43 For and on behalf of the Board of Directors of Artemis Medicare Services Limited

Sd/- Onkar S. Kanwar (Chairman & Director) [DIN : 00058921] Sd/- Dr. Devlina Chakravarty (Executive Director) [DIN : 07107875] Sd/- (Rajiv Puri) Partner Membership No. 084318

Sd/- Sanjiv Kumar Kothari (Chief Financial Officer) Sd/- Rakesh Kaushik (Company Secretary)

Place: Gurugram Dated: 26th April, 2019

**Change in Accounting policies in last three years**  
There has been no change in the Accounting Policies of the Company since last three financial years.

**K. Details of group companies of AMSL including their capital structure and financial statements:**

**Name:** Apollo Tyres Limited ("ATL")  
**Date of Incorporation:** September 28, 1972  
**CIN:** L25111KL1972PLC002449  
**Registered Office:** 3rd Floor, Areekal Mansion, Panampilly Nagar, Kochi- 682036

**Names of Directors:**

|  |  |
|--|--|
| 1. Onkar S. Kanwar                     | 2. Neeraj Singh Kanwar                       |
| 3. Akshaykumar Narendrasinhi Chudasama | 4. Pallavi Sharud Shroff                     |
| 5. Vikram Singh Mehta                  | 6. Vinod Rai                                 |
| 7. Sunam Sarkar                        | 8. Robert Friedrich Johannes Adolf Steinmetz |
| 9. Anjali Bansal                       | 10. Bikram Singh                             |
| 11. Francesco Gori                     | 12. Satish Sharma                            |

**Capital Structure & Shareholding Pattern as of March 31, 2019**

| Particulars                               | Amount (Rs.)          |
|---|-----------------------|
| <b>Authorized Capital</b>                 |                       |
| 730,000,000 equity shares of Rs. 1/- each | 730,000,000/-         |
| 200,000 Preference Shares Rs. 100/- each  | 2,00,00,000/-         |
| <b>Total</b>                              | <b>75,00,00,000/-</b> |
| <b>Issued Capital</b>                     |                       |
| 572,049,980 equity shares of Rs. 1/- each | 572,049,980/-         |
| <b>Total</b>                              | <b>572,049,980/-</b>  |
| <b>Subscribed Capital</b>                 |                       |
| 572,049,980 equity shares of Rs. 1/- each | 572,049,980/-         |
| <b>Total</b>                              | <b>572,049,980/-</b>  |
| <b>Paid Up Capital</b>                    |                       |
| 572,049,980 equity shares of Rs. 1/- each | 572,049,980/-         |
| <b>Total</b>                              | <b>572,049,980/-</b>  |

**Shareholding Pattern:**

| Category of Shareholders | Total No. of Shares | Percentage  |
|--------------------------|---------------------|-------------|
| Promoter                 | 233989131           | 40.90       |
| Public                   | 338060849           | 59.10       |
| <b>Total</b>             | <b>572049980</b>    | <b>100%</b> |

**Latest Financial Statement Consolidated**

| Particulars           | As on 31.03.2019 (Audited) INR (in Lacs) |
|-----------------------|--|
| Equity Share capital  | 5,720.50                                 |
| Net worth             | 10,03,981.90                             |
| Total Revenue         | 17,54,884.30                             |
| Profit After Tax(PAT) | 67,984.00                                |

**Name:** Premedium Pharmaceuticals Private Limited  
**Date of Incorporation:** 9th October 2018  
**CIN:** U24200DL2018PTC340319  
**Registered Office:** Plot No. 14, Sector - 20, Dwarka Delhi South West Delhi DL 110075

**Names of Directors:**

- Sanjiv Kumar Kothri
- Dr. Dilip Birdi
- Fl. Lt. Saras Malik

**Capital Structure & Shareholding Pattern as of March 31, 2019**

| Particulars   | Amount (Rs.)           |
|---|------------------------|
| <b>Authorized Capital</b>                               |                        |
| 2,00,00,000 (Two Crores) equity shares of Rs. 10/- each | 20,00,00,000/-         |
| <b>Total</b>  | <b>20,00,00,000/-</b>  |
| <b>Issued Capital</b>                                   |                        |
| 100,10,00,000 equity shares of Rs. 10/- each            | 100,10,00,000/-        |
| <b>Total</b>  | <b>100,10,00,000/-</b> |
| <b>Subscribed Capital</b>                               |                        |
| 100,10,00,000 equity shares of Rs. 10/- each            | 100,10,00,000/-        |
| <b>Total</b>  | <b>100,10,00,000/-</b> |
| <b>Paid Up Capital</b>                                  |                        |
| 100,10,00,000 equity shares of Rs. 10/- each            | 100,10,00,000/-        |
| <b>Total</b>  | <b>100,10,00,000/-</b> |

**Shareholding Pattern:**

| Category of Shareholders | Total No. of Shares  | Percentage  |
|--------------------------|----------------------|-------------|
| Promoter                 | 100,10,00,000        | 100         |
| Public                   | --                   | --          |
| <b>Total</b>             | <b>100,10,00,000</b> | <b>100%</b> |

**Latest Financial Statement**

| Particulars           | As on 31.03.2019 (Audited) INR (in Lacs) |
|-----------------------|--|
| Equity Share capital  | 1001.00                                  |
| Net worth             | 886.84                                   |
| Total Revenue         | 55.08                                    |
| Profit After Tax(PAT) | (114.16)                                 |

**Name:** Swaranganga Consultants Private Limited  
**Date of Incorporation:** 8th October 1998  
**CIN:** U71440DL1998PTC096580  
**Registered Office:** Plot No. 14, Sector - 20, Dwarka Delhi South West Delhi DL 110075

**Names of Directors:**

- Harish Bahadur
- Pradeep Kumar

**Capital Structure & Shareholding Pattern as of March 31, 2019**

| Particulars  | Amount (Rs.)       |
|--|--------------------|
| <b>Authorized Capital</b>  |                    |
| 5,00,00 Equity Shares of Rs. 10/- each (with voting rights)                  | 500,000/-          |
| 60,00,000 Equity Shares of Rs. 10/- each (without voting rights)             | 60,00,000/-        |
| <b>Total</b>   | <b>60,50,000/-</b> |
| <b>Issued Capital</b>  |                    |
| 50,000 Equity Shares with voting rights of Rs. 10/- each fully paid up       | 500,000/-          |
| 57,52,000 Equity Shares without voting rights of Rs. 10/- each fully paid up | 57,52,000/-        |
| <b>Total</b>   | <b>58,02,000/-</b> |
| <b>Subscribed Capital</b>  |                    |
| 50,000 Equity Shares with voting rights of Rs. 10/- each fully paid up       | 500,000/-          |
| 57,52,000 Equity Shares without voting rights of Rs. 10/- each fully paid up | 57,52,000/-        |
| <b>Total</b>   | <b>58,02,000/-</b> |
| <b>Paid Up Capital</b>   |                    |
| 50,000 Equity Shares with voting rights of Rs. 10/- each fully paid up       | 500,000/-          |
| 57,52,000 Equity Shares without voting rights of Rs. 10/- each fully paid up | 57,52,000/-        |
| <b>Total</b>   | <b>58,02,000/-</b> |

**Shareholding Pattern:**

| Category of Shareholders | Total No. of Shares  | Percentage  |
|--------------------------|--|-------------|
| Promoter                 | 50,000 with voting rights<br>57,52,000 without voting rights | 100         |
| Public                   | --   | --          |
| <b>Total</b>             | <b>58,02,000</b>   | <b>100%</b> |

**Financial Statement:**

| Particulars           | As on 31.03.2019 (Audited) INR (in Lacs) |
|-----------------------|--|
| Equity Share capital  | 580.20                                   |
| Net worth             | 3210.48                                  |
| Total Revenue         | 254.03                                   |
| Profit After Tax(PAT) | 170.30                                   |

The company has submitted its information memorandum containing information about its group companies. For further details on the group companies please refer to the information memorandum which is also available on the company website www.artemismedicare.com.

**L. Outstanding Litigation and defaults of the transferee entity, promoters, directors or any of the group companies**

The Special Committee of Board, in its meeting held on:

(i) 26th October 2019 determined that outstanding legal proceedings involving the Company, its Directors, Promoters and Group Companies where the aggregate amount involved, in such litigation exceeds 10% of net worth or turnover, whichever is higher, will be considered as material litigation ("Material Litigation"); and

(ii) 26th October 2019, determined that outstanding dues to creditors in excess of 10% of net worth or turnover, whichever is higher, shall be considered as material dues ("Material Dues").

**Litigation relating to the Company: Nil**

| Court / Authority               | Case No. | Subject | Amount | Brief Details of Case | Present Status |
|---------------------------------|----------|---------|--------|-----------------------|----------------|
| Proceedings against the Company | -        | -       | -      | -                     | -              |
| Proceedings by the Company      | -        | -       | -      | -                     | -              |

**Details of defaults by the Company: Nil**

**Details of defaults by the Promoters**

| Name of the Promoter             | Court / Authority | Case No. | Subject   | Amount | Brief Details of Case                        | Present Status        |
|----------------------------------|-------------------|----------|---|--------|--|-----------------------|
| Proceedings against the Promoter | -                 | -        | -   | -      | -  | -                     |
| Mr. Onkar S. Kanwar              | High Court & FEMA |          | Proceedings under FEMA Rs. 25000/- & Rs. 1,00,000 |        | Please refer to proceedings under FEMA below | Hearing in due course |
| Proceedings by the Promoter      | -                 | -        | -   | -      | -  | -                     |

**Details of defaults by the Promoter: Nil**

**Litigation relating to the Directors**

| Name of the Director             | Court / Authority                                 | Case No. | Subject                | Amount | Brief Details of Case                                       | Present Status   |
|----------------------------------|---|----------|------------------------|--------|---|--|
| Proceedings against the Director | -   | -        | -                      | -      | -   | -  |
| Dr. Nimal Kumar Ganguly          | PO Cum JMJC, Special Environment Court, Faridabad | 29/2019  | Environment Protection | Nil    | For violation of section 15 of E Environment Protection Act | Proceedings at JMJC, Special Environment Court, Faridabad was stayed by Punjab and Haryana High Court on 4/10/2019. Later, quashing petition was filed on behalf of other directors, which is listed on 26/02/2020 at Punjab & Haryana High Court. The complaint before JMJC, Faridabad is fixed up on 2/03/2020 |
| Proceedings by the Director: Nil | -   | -        | -                      | -      | -   | -  |

**Details of defaults by the Directors: Nil**

**Litigation relating to the Group Companies**

**Proceedings under FEMA**  
The Directorate of Enforcement issued show cause notices to ATL and certain officers of our Company, 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 ₹ 3.70 million on ATL, and ₹ 0.33 million on ATL. The Special Director, Directorate of Enforcement, New Delhi, by order dated October 22, 2003, reduced penalty to ₹ 0.10 million on ATL and imposing penalty of ₹ 25,000 each, on our Promoter and Managing Director, Mr. Onkar S. Kanwar and one of our employees, Mr. N. Raju. ATL, Mr. Onkar S. Kanwar and Mr. N. Raju filed separate appeals before the Appellate Tribunal for Foreign Exchange, which dismissed these appeals by order dated February 10, 2009. ATL Mr. Onkar S. Kanwar and Mr. N. Raju filed appeals in the High Court of Kerala, which stayed the Appellate Tribunal's order. Case pending at the High Court for final adjudication.

The Directorate of Enforcement, New Delhi, by order dated April 4, 2008, imposed penalty of ₹ 0.30 million on ATL and ₹ 0.10 million on ATL Promoter and Managing Director, Mr. Onkar S. Kanwar, for not producing evidence of import of goods. ATL and Mr. Onkar S. Kanwar filed separate appeals before the Appellate Tribunal for Foreign Exchange, which dismissed both appeals by order dated September 18, 2008. ATL and Mr. Onkar S. Kanwar filed appeals in the High Court of Kerala, which stayed the Appellate Tribunal's order. These matters are currently pending.

**Proceedings under the Competition Act**  
The Assistant Director, Competition Commission of India ("CCI") issued an order dated June 24, 2014 directing the Director General to investigate and determine whether there was any agreement or collusion among certain tyre manufacturing companies including ATL ("Tyre Manufacturers") and the role of Automotive Tyre Manufacturers' Association ("ATMA") in such alleged agreement or collusion. It was primarily alleged that an increase in the price of rubber over regular periods led to a corresponding increase in the price of tyres; however, a decrease in the price of rubber did not have a corresponding decrease in the price of tyres. The Tyre Manufacturers justified this on the basis that while the price of rubber decreased, the prices of other key raw materials significantly increased. The Additional Director General pursuant to the order of the CCI, thereafter issued certain notices to our Company requiring us to furnish certain details including among others, ATL's brief profile, ATL share prices from 2009 to 2014 and ATL market share in India from 2009 to 2014, to which ATL has responded from time to time. Final hearing completed and matter pending for final order which is subject to vacation of stay on pronouncing of order by CCI given by Double Bench of Madras High Court on an appeal filed by MRF Ltd.

**Details of defaults by the Group Companies: Nil**

**M. Particular of High, Low and Average Prices of the share of the Listed Transferee Entity During Preceding Three Years**

| Financial year | High(Rs.) | Low(Rs.) | Average(Rs.) |
|----------------|-----------|----------|--------------|
| 2018-19        | 73.95     | 42.05    | 31.90        |
| 2017-18        | 129.95    | 60.05    | 69.45        |
| 2016-17        | 159.15    | 100.02   | 58.95        |

**N. Any Material development after the date of the balance sheet**

There has been no material development that have taken place after the date of last Audited Financial statement i.e March 31, 2019 that may adversely affect the performance or prospects of the Company Save and except for the following.

1. Merger of AGLSL, AHSL and AEL with the Company;

2. Allotment of Equity Shares of the Company against shares of AGLSL held by shareholders in AGLSL as on October 26, 2019.

3. Reconstitution of Board of Directors: Mr. Saurabh Srivastava had resigned from the Board of Company from 13th May 2019 and the Board appointed Mr. Ugar Sain Anand & Mr. Sunil Tandon as independent directors w.e.f. October 10, 2019.

4. Constitution of Stakeholder Relationship Committee of the Board of Directors

5. In-principle approval for listing of 1,32,37,700 Equity Shares of Rs. 10/- each of the Company received from BSE Limited vide their letter no. DCS/AMAL