

INDEPENDENT AUDITORS' REPORT

To the Members,
Artemis Health Sciences Limited

Report on the Financial Statements

We have audited the accompanying financial statements of **Artemis Health Sciences Limited** ("the Company"), which comprises the Balance Sheet as at 31st March, 2015 and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The management of the Company is responsible for the matters stated in section 134 (5) of the Companies Act, 2013 ("the Act") with respect to preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India including the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safe guarding 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 controls relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and Rules made there under. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India and specified under section 143 (10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the



circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) In the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2015;
- (b) In the case of the Statement of Profit and Loss, of the loss for the year ended on that date; and
- (c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

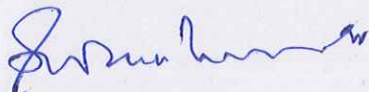
Report on Other Legal and Regulatory Requirements

- 1. As required by the Companies (Auditor's Report) Order, 2015 ("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 statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
- 2. As required by section 143 (3) of the Act, we report that:
 - a. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - c. The Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this report are in agreement with the books of account;
 - d. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - e. On the basis of written representations received from the directors as on 31st March, 2015, and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015 from being appointed as a director in terms of section 164 (2) of the Act.
 - f. In our opinion and to the best of our information and according to the explanations given to us, we report in respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014 as under:
 - (i) The Company does not have any pending litigations which would impact its financial position



- (ii) The Company did not have any long-term contracts including derivative contracts hence; question of commenting on any material foreseeable losses thereon does not arise
- (iii) There has not been an occasion in case of the Company during the year under report to transfer any sums to the Investor Education and Protection Fund. The question of delay in transferring such sums does not arise

For Kumar Sharma & Co.
Chartered Accountants
(Firm's Regn. No. 001036N)



(Sudhir Kumar Gupta)
Partner
M. No. 013674



Place: Gurgaon
Dated: 01.05.2015

Artemis Health Sciences Limited

The Annexure referred to in our report of even date to the members on the accounts of the company for the year ended 31st March, 2015.

On the basis of such checks as we considered appropriate and according to the information and explanation given to us during the course of our audit, we report that:

1. (a) The company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.

(b) The clause regarding physical verification and discrepancies as per books & records, in our opinion, is not applicable as assets being intangible.
2. The company has not carried out any manufacturing, trading or service activity and does not have any inventory as such clause regarding maintenance of records of inventory, physical verification, frequency & procedures of such verification etc relating to inventories are not applicable
3. The Company has not granted loans secured or unsecured to Companies, Firms of other parties covered in the register maintained under section 189 of the Companies Act hence the clause regarding recovery and overdue amount etc is not applicable.
4. Since the company has not carried out any business and no purchases or sales have been made as such the clause regarding adequate internal control procedures for purchase/sale of inventory, fixed assets and continuous failure etc are not applicable.
5. The Company has not accepted any deposits as such the provisions of Section 73 to 76 or other relevant provisions of the Companies Act, directives of RBI and rules framed there under are not applicable.
6. The cost records have not been prescribed by the Central Government under Section 148 Companies Act.
7. According to the information and explanation given to us, there are no undisputed statutory dues payable in respect of Provident Fund, Investor Education and Protection Fund, Employees State Insurance, Income Tax, Service Tax, Sales Tax, Wealth Tax, Value Added Tax and any other statutory dues outstanding as at 31st March, 2015 for a period of more than six months from the date they become payable.



8. The accumulated losses at the end of the financial year are less than fifty percent of its net worth. The company has incurred cash losses during the year and in the immediately preceding financial year
9. According to the information and explanations given to us, the company has not defaulted in repayment of dues to a Financial Institution or Bank or Debenture Holder.
10. According to the information and explanations given to us, the terms and conditions of the guarantees given by the Company for the Loans taken by subsidiary company from banks are not prejudicial to the interest of the Company.
11. According to the information and explanations given to us, there are no term loans raised by the company.
12. According to the information and explanations given to us, no frauds on or by the Company were noticed or reported during the year.

For Kumar Sharma & Co.
Chartered Accountants
(Firm's Regn. No. 001036N)

(Sudhir Kumar Gupta)
Partner
M. No. 013674



Place: Gurgaon
Dated: 01.05.2015

Artemis Health Sciences Limited
Balance Sheet as at 31st Mar 2015

Particulars	Note No.	As At 31st Mar, 2015 Rs. in Lacs	As At 31st March, 2014 Rs. in Lacs
Equity and Liabilities			
Shareholder's Funds			
Share Capital	2	1,689.80	1,679.80
Reserves & Surplus	3	7,367.93	7,391.99
		<u>9,057.73</u>	<u>9,071.79</u>
Non-Current Liabilities			
Long Term Borrowings	4	6.00	6.00
		<u>6.00</u>	<u>6.00</u>
Current Liabilities			
Trade Payables	5	0.86	0.35
Other Current Liabilities	6	0.80	0.03
		<u>1.66</u>	<u>0.39</u>
		<u>9,065.39</u>	<u>9,078.17</u>
Assets			
Non-Current Assets			
Fixed Assets			
Intangible Assets	7	56.25	75.00
Non-Current Investments	8	9,001.00	9,001.00
		<u>9,057.25</u>	<u>9,076.00</u>
Current Assets			
Short Term Loans & Advances	9	0.16	0.16
Cash and Bank Balances	10	7.98	2.02
		<u>8.14</u>	<u>2.17</u>
		<u>9,065.39</u>	<u>9,078.17</u>

Significant accounting policies & notes on accounts 1 to 21
The accompanying notes are integral part of the financial statements

As per our report of even date
For Kumar Sharma & Co.
Firm Registration Number 001036N
Chartered Accountants

For and on behalf of the Board of Directors
of Artemis Health Sciences Limited

Sudhir Kumar Gupta
(Partner)
M. No. 013674



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

Amit Gautam
Amit Gautam
[Chief Financial Officer]

P. N. Wahal
P. N. Wahal
[Director]
[DIN : 00058886]

Nidhi Chandhok
Nidhi Chandhok
[Company Secretary]

Place : Gurgaon
Dated : 01-May-2015

Artemis Health Sciences Limited

Statement of Profit & Loss for the year ending 31st Mar, 2015

Particulars	Note No.	Year Ended 31st Mar, 2015 Rs. in Lacs	Year Ended 31st March, 2014 Rs. in Lacs
Income			
Revenue from Operations		-	-
Other Income	11	0.02	0.02
Total Revenue (I)		0.02	0.02
Expenses			
Depreciation and Amortization Expenses	12	18.75	18.75
Other Expenses	13	5.32	1.48
Total Expenses (II)		24.07	20.23
Profit / (Loss) before Tax (I - II)		(24.06)	(20.21)
Tax Expenses		-	-
Profit / (Loss) after Tax the year		(24.06)	(20.21)
Earning Per Equity Share (Face Value of Rs. 10/-)			
- Basic	18	(0.15)	(0.12)
- Diluted		(0.15)	(0.12)
Significant accounting policies & notes on accounts	1 to 21		
The accompanying notes are integral part of the financial statements			

As per our report of even date
For Kumar Sharma & Co.
Firm Registration Number 001036N
Chartered Accountants



Sudhir Kumar Gupta
(Partner)
M. No. 013674

Place : Gurgaon
Dated : 01-May-2015

For and on behalf of the Board of Directors
of Artemis Health Sciences Limited

Onkar S. Kanwar

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

P. N. Wahal

P. N. Wahal
[Director]
[DIN : 00058886]



Amit Gautam
Amit Gautam
[Chief Financial Officer]

Nidhi Chandhok

Nidhi Chandhok
[Company Secretary]

Artemis Health Sciences Limited

Statement of Cash Flow for the year ending 31 March 2015

Particulars	Year Ended 31st Mar, 2015 Rs. in Lacs	Year Ended 31st March, 2014 Rs. in Lacs
A. Cash flow from operating activities		
Net profit before taxation, and extraordinary items	(24.06)	(20.21)
Adjustments for:		
Depreciation	18.75	18.75
Operating profit before working capital changes	(5.31)	(1.46)
Movements in working capital :		
Decrease / (Increase) loans and advances	-	-
Increase / (Decrease) in current & non current liabilities	1.27	0.02
Cash generated from operations	(4.04)	(1.44)
Taxes Paid		
Net cash from operating activities	(4.04)	(1.44)
B. Cash flows from investing activities		
Preference Share Allotment	10.00	-
Net cash from investing activities	10.00	-
B. Cash flows from financing activities		
Proceeds from unsecured loan	-	1.00
Net cash used in financing activities	-	1.00
Net increase in cash and cash equivalents (A + B)	5.96	(0.44)
Cash and cash equivalents at the beginning of the year	2.02	2.46
Cash and cash equivalents at the end of the year	7.98	2.02
Components of cash and cash equivalents		
Cash on hand	-	-
Balances with scheduled banks:		
On current accounts	7.98	2.02
	7.98	2.02

As per our report of even date
For Kumar Sharma & Co.
Firm Registration Number 001036N
Chartered Accountants

Sudhir Kumar Gupta
(Partner)
M. No. 013674

Place : Gurgaon
Dated : 01-May-2015

For and on behalf of the Board of Directors
of Artemis Health Sciences Limited

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

P. N. Wahal
[Director]
[DIN : 00058886]

Amit Gautam
[Chief Financial Officer]

Nidhi Chandhok
[Company Secretary]

Artemis Health Sciences Limited
Notes to Financial Statements for the year ended 31st Mar, 2015

Note No.	Particulars	As At 31st Mar, 2015 Rs. in Lacs	As At 31st March, 2014 Rs. in Lacs
2	<u>Share Capital:</u>		
	<u>Authorised:</u>		
	245 Lacs (Previous Year 245 Lacs) Equity Shares of Rs.10/- Each	2,450.00	2,450.00
	0.50 Lacs (Previous year 0.50 Lacs) 11% Non Cumulative Redeemable Preference shares of Rs. 100/- each	50.00	50.00
		<u>2,500.00</u>	<u>2,500.00</u>
	<u>Issued, Subscribed & Paid Up</u>		
	165.10 Lacs (Previous Year 165.10 Lacs) Equity Shares of Rs.10/- each fully paid-up	1,651.00	1,651.00
	0.39 Lacs (Previous Year 0.29 Lacs) 11% Non Cumulative Redeemable Preference Shares of the face value Rs 100/- each fully paid-up	38.80	28.80
	Total	<u>1,689.80</u>	<u>1,679.80</u>

a. Reconciliation

Particulars	31st Mar, 2015		31st March, 2014	
	No. of shares	Rs. in Lacs	No. of shares	Rs. in Lacs
Opening Shares				
Equity Shares	16,510,000	165,100,000	16,510,000	165,100,000
11% Non Cumulative Redeemable Preference Shares	28,800	2,880,000	28,800	2,880,000
Issued during the year				
11% Non Cumulative Redeemable Preference Shares	10,000	1,000,000	-	-
Closing Share	16,548,800	168,980,000	16,538,800	167,980,000

b. Terms / Rights attached to Preference Shares

The company has only one class of preference shares (Non-Cumulative Redeemable Preference Shares) having a par value of Rs. 100/- per share. Each 11% NCRPS, shall after the expiry of 15 years be redeemed at a premium of 10%. However, NCRPS may be redeemed before the expiry of 15 years at the option of the company.
28800 11% Non-Cumulative Redeemable Preference Shares (NCRPS) shall be redeemable at 10 % premium on 17.08.2024.
38800 11% Non-Cumulative Redeemable Preference Shares (NCRPS) shall be redeemable at 10 % premium on 27.03.2030.

Details of Shareholders holding more than 5% of the Paid Up Share Capital of the Company:

Name of the Shareholder	31st Mar, 2015		31st March, 2014	
	No. of Shares	%age	No. of Shares	%age
Equity Shares				
PTL Enterprises Limited - ultimate holding company	16,510,000	100%	16,510,000	100%
Preference Shares				
PTL Enterprises Limited - ultimate holding company	38,800.00	100%	28,800	100%



Artemis Health Sciences Limited
Notes to Financial Statements for the year ended 31st Mar, 2015

Note No.	Particulars	As At 31st Mar, 2015 Rs. in Lacs	As At 31st March, 2014 Rs. in Lacs
3	Reserve & Surplus:		
	Securities Premium Account		
	Opening Balance	7,500.00	7,500.00
	Additions during the year	-	-
	Closing balance	<u>7,500.00</u>	<u>7,500.00</u>
	Surplus / (deficit) in the statement of profit and loss		
	Balance as per last financial statement	(108.01)	(87.80)
	Profit / (Loss) for the year	(24.06)	(20.21)
	Net deficit in the statement of profit and loss	<u>(132.07)</u>	<u>(108.01)</u>
	Total Reserve and Surplus	<u><u>7,367.93</u></u>	<u><u>7,391.99</u></u>



Artemis Health Sciences Limited
Notes to Financial Statements for the year ended 31st Mar, 2015

Note No.	Particulars	As At 31st Mar, 2015 Rs. in Lacs	As At 31st March, 2014 Rs. in Lacs
4	Long Term Borrowing		
	Unsecured Loan (Interest Free) from Related Party		
	PTL Enterprises Limited (Holding Company)	6.00	6.00
	Total	6.00	6.00

Note No.	Particulars	As At 31st Mar, 2015 Rs. in Lacs	As At 31st March, 2014 Rs. in Lacs
5	Trade Payables	Current	Current
	(Refer Note No. 21 for details of dues to micro and small enterprises)	0.86	0.35
	Total	0.86	0.35

Note No.	Particulars	As At 31st Mar, 2015 Rs. in Lacs	As At 31st March, 2014 Rs. in Lacs
6	Other Current Liabilities		
	TDS Payable	0.07	0.03
	Outstanding Liabilities	0.73	-
	Total	0.80	0.03



Artemis Health Sciences Limited

Notes to Financial Statements for the year ended 31st Mar, 2015

Note No. 7

Note No. 7										Rs. in Lacs	
Particulars	Gross block			Accumulated amortisation				Net block			
	Opening as at April 1, 2014	Additions	Deductions	Closing as at Mar 31, 2015	Opening as at April 1, 2014	For the Year	Deletions / Adjustments	Closing as at Mar 31, 2015	As at Mar 31, 2015	As at March 31, 2014	
Technical Know How	150.00	-	-	150.00	75.00	18.75	-	93.75	56.25	75.00	
Total (B)	150.00	-	-	150.00	75.00	18.75	-	93.75	56.25	75.00	
Previous Year	150.00	-	-	150.00	56.25	18.75	-	75.00	75.00	93.75	

* Depreciation on Technical Know How has been calculated on SLM basis considering useful life of 8 year



Artemis Health Sciences Limited
Notes to Financial Statements for the year ended 31st Mar, 2015

Note No.	Particulars	As At 31st Mar, 2015 Rs. in Lacs	As At 31st March, 2014 Rs. in Lacs
8	Non Current Investments		
	Investment (at cost) in Subsidiary Company	9,001.00	9,001.00
	180.10 Lacs fully paid equity shares of Artemis Medicare Services Ltd		
	Total	9,001.00	9,001.00

Note No.	Particulars	As At 31st Mar, 2015 Rs. in Lacs	As At 31st March, 2014 Rs. in Lacs
9	Short Term Loans & Advances (Current)		
	Other Loans & Advances		
	Excess Income Tax Recoverable	0.15	0.16
	Total	0.16	0.16

Note No.	Particulars	As At 31st Mar, 2015 Rs. in Lacs	As At 31st March, 2014 Rs. in Lacs
10	Cash & Bank Balances		
	Balance with Banks:		
	In Current Accounts	7.98	2.02
		7.98	2.02



Artemis Health Sciences Limited
Notes to Financial Statements for the year ended 31st Mar, 2015

Note Particulars No.	Year Ended 31st Mar, 2015 Rs. in Lacs	Year Ended 31st March, 2014 Rs. in Lacs
11 Other Income		
Bank Interest	0.02	-
Miscellaneous Income	-	0.02
(Previous Year Provision Written Back)		
	<u>0.02</u>	<u>0.02</u>

Note Particulars No.	Year Ended 31st Mar, 2015 Rs. in Lacs	Year Ended 31st March, 2014 Rs. in Lacs
12 Depreciation and Amortization Expense		
Amortization of Intangible Assets	18.75	18.75
	<u>18.75</u>	<u>18.75</u>

Note Particulars No.	Year Ended 31st Mar, 2015 Rs. in Lacs	Year Ended 31st March, 2014 Rs. in Lacs
13 Other Expenses		
Administrative Expenses		
Fees & Taxes	1.05	0.07
Legal & Professional Expenses	3.15	0.29
Auditor Remuneration - Audit Fees	0.34	0.34
Auditor Remuneration - Out of Pocket Exp	0.05	0.05
Director Fees	0.73	0.73
	<u>5.32</u>	<u>1.48</u>

