

Artemis Global Life Sciences Limited

(Formerly - PTL PROJECTS LIMITED)

8th Annual Report

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Artemis Global Life Sciences Limited

(Formely - PTL PROJECTS LIMITED)

BOARD OF DIRECTORS

MR. ONKAR S. KANWAR

MR. NEERAJ KANWAR

MR. AKSHAY CHUDASAMA

DR. DEVLINA CHAKRAVARTY

MR. HARISH BAHADUR

DR. SANJAYA BARU

DR. S. NARAYAN

MR. U. S. ANAND

CHAIRMAN

DIRECTOR

INDEPENDENT DIRECTOR

MANAGING DIRECTOR

DIRECTOR

INDEPENDENT DIRECTOR

INDEPENDENT DIRECTOR

INDEPENDENT DIRECTOR

COMPANY SECRETARY

MR. ANUJ SOOD

SECRETARIAL AUDITORS

RSMV & CO.

CHIEF FINANCIAL OFFICER

MS. AASTHA KALRA

STATUTORY AUDITORS

ANAND DUA & ASSOCIATES

REGISTERED OFFICE

414/1, 4TH FLOOR,

DDA COMMERCIAL COMPLEX,

DISTRICT CENTRE, JANAKPURI,

NEW DELHI- 110058

CIN: L85191DL2011PLC216530

WEBSITE: www.aglsl.in

Email: investor@aglsl.in

CORPORATE OFFICE

SF-202, PEACH TREE

C-BLOCK, SUSHANT LOK-1

GURGAON-122002

TEL. NO: (0124) 4262305, 4262307

FAX NO: (0124) 4262306

BANKERS

KOTAK MAHINDRA BANK

ARTEMIS GLOBAL LIFE SCIENCES LIMITED

(Formerly - PTL PROJECTS LIMITED)

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

CIN – L85191DL2011PLC216530, Website – www.aglsl.in, Email – investors@aglsl.in

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

NOTICE

NOTICE is hereby given that the 8th Annual General Meeting of the Members of ARTEMIS GLOBAL LIFE SCIENCES LTD will be held as under:-

DAY : Friday
DATE : September 14, 2018
TIME : 10.00A.M.
PLACE : Tivoli Garden Resort Hotel,
Chhattarpur Hills, Chhattarpur, New Delhi- 110074

to transact the following businesses:-

ORDINARY BUSINESS

1. To receive, consider and adopt (a) the audited financial statements of the Company for the financial year ended March 31, 2018 and reports of the Board of Directors and of the Auditors thereon; and (b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2018 and report of Auditors thereon and if thought fit to pass with or without modification(s) the following resolutions as Ordinary Resolutions:
 - (a) **“RESOLVED THAT** the audited financial statement of the Company for the financial year ended March 31, 2018 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted”
 - (b) **“RESOLVED THAT** the audited consolidated financial statement of the Company for the financial year ended March 31, 2018 and the report of Auditors thereon laid before this meeting, be and are hereby considered and adopted.”
2. To appoint a Director in place of Mr. Onkar S. Kanwar (DIN- 00058921), who retires by rotation, and being eligible, offers himself for re-appointment as a Director and if thought fit to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT Pursuant to the provision of section 152 of the Companies Act, 2013 Mr. Onkar S. Kanwar, who retires by rotation at this meeting and being eligible, has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, Liable to retire by rotation.”

By order of the Board

For Artemis Global Life Sciences Ltd

Sd/-

Place: Gurugram
Dated: 07.08.2018

(ANUJ SOOD)
COMPANY SECRETARY AND COMPLIANCE OFFICER

NOTES

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

A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than 10 (ten) percent of the total share capital of the Company carrying voting rights. A member holding more than 10 (ten) percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting.

Attendance slip, Proxy Form, and the route map of the venue of the meeting are enclosed herewith.

2. Members/ Proxies should fill the Attendance Slip for attending the meeting and bring their Attendance Slip along with their copy of the annual report to the meeting.
3. Corporate members are requested to send a duly certified copy of the Board resolution/ authority letter, authorizing their representative(s) to attend and vote on their behalf at the meeting.
4. All documents referred to in the notice are open for inspection at the registered office of the Company between 10.00 a.m. to 5.00 p.m. on any working day prior to the date of the meeting and will also be available at the venue of the meeting on the date of the meeting. The register of Director's and Key Managerial Personnel and their shareholding will be available for inspection at the meeting.
5. The Register of contracts or arrangements, in which Directors are interested, will be available for inspection by the members at the annual general meeting.
6. Members intending to require information about accounts to be explained at the meeting are requested to write to the Company at least 10 (ten) days in advance of the annual general meeting.
7. Members holding shares in the dematerialized mode are requested to intimate all changes with respect to their bank details, mandate, nomination, power of attorney, change of address, e-mail address, change in name etc. to their depository participant. These changes will be automatically reflected in the Company's records which will help the Company to provide efficient and better service to the Members.
8. Members holding shares in physical form are requested to intimate changes with respect to their bank account (viz, name and address of the branch of the bank, MICR code of branch, type of account and account number, mandate, nomination, power of attorney, change of address, e-mail address, change in name etc. immediately to the Company.
9. Effective December 5, 2018, the shares of the Company can be transferred only in dematerialised form, as per notification issued by SEBI. With a view to facilitate seamless transfer of shares in future and as advised by the Stock Exchanges, shareholders holding shares in physical form are requested to dematerialise their shareholding in the Company.
10. Voting through Electronic Means
 - (i) In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, and regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is arranging to provide members, facility to exercise their right to vote at the 8th Annual General Meeting by electronic means and the business may be transacted through e-voting services provided by National Securities Depository Limited (NSDL).
 - (ii) If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.

- (iii) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date).
- (iv) The facility for voting, through ballot paper, will also be made available at the AGM and the members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper.
- (v) The members who have cast their voting by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- (vi) The Board of Directors have appointed M/s RSMV & Co. Practicing Company Secretary, as the Scrutinizer, who has also given his consent for the same, for conducting the voting process and remote e-voting in a fair and transparent manner.
- (vii) The scrutinizer shall within forty eight hours of conclusion of the e-voting period unblock the votes in the presence of at least 2 (two) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- (viii) The Results shall be declared by the Chairman or the person authorised by him within forty eight hours of conclusion of the annual general meeting of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.aglsl.in and on the website of NSDL immediately after the result is declared by the Chairman. Members may also note that the Notice of the 8th Annual General Meeting and the Annual Report 2017-18 will be available on the Company's and NSDL website.
- (ix) Members are requested to carefully read the instructions for remote e-voting before casting their vote.
- (x) The remote e-voting facility will be available during the following voting period after which the portal shall forthwith be blocked and shall not be available:

Commencement of remote e-voting	From 10:00 a.m. (IST) on -September 11, 2018
End of remote e-voting	Up to 5:00 p.m. (IST) on - September 13, 2018

- (xi) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. September 7, 2018.

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

- (A) In Case of Members' receiving e-mail from NSDL –
 - (i) Open e-mail and PDF file viz. "AGLSL e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user id and password for e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder – Login
 - (iv) Put user id and password as initial password in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/ characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of e-voting opens. Click on e-voting: Active Voting Cycles.
 - (vii) Select "EVEN" of Artemis Global Life Sciences Ltd.
 - (viii) Now you are ready for e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also click "Confirm" when prompted.
 - (x) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG

Format) of the relevant Board Resolution/Authority Letter etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the scrutinizer through e-mail investor@agls.in with a copy marked to e-voting@nsdl.co.in.

- (xi) In case of Members' receiving physical copy of the Notice of annual general meeting and attendance slip:
- i) Initial password is provided below the attendance slip
 - ii) Please follow all steps from Sl. No (ii) to (x) above, to cast vote.
11. Electronic copy of the Notice of the 8th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/ Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 8th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
12. Pursuant to section 101 and section 136 of the Companies Act, 2013 read with relevant rules made thereunder, Companies can serve annual reports and other communications through electronic mode to those members who have registered their e-mail address with the Company or with the Depository, Members who have not registered their e-mail address with the Company can now register the same by submitting the duly filed in "E-mail Registration Form", available on the website of the Company, to the Company. Members holding shares in demat form are requested to register their e-mail address with their Depository Participant(s) only. Members of the Company, who have registered their e-mail address, are entitled to receive such communication in physical form upon request.
- The notice of annual general meeting and the copies of the audited financial statements, directors' report, auditors' report etc. will also be displayed on the website (www.agls.in) of the Company.
13. The unclaimed/ undelivered shares lying in the possession of the Company had dematerialised and transferred into an "Unclaimed Suspense Account". Shareholder who have not yet claimed their shares are requested to immediately approach the Company by forwarding a request letter duly signed by all the shareholders furnishing the necessary details to enable the Company to take necessary action.
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintain their demat accounts. Members holding shares in physical form are requested to submit their PAN details to the Company.
15. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or staying abroad or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participants and holdings should be verified.
16. Kindly register your email address and contact details with us, by writing to us addressed to the Secretarial Department at our corporate office, or at our e-mail ID: investor@agls.in. This will help us in prompt sending of notices, annual reports and other shareholder communications in electronic form.

17. Details of Director Seeking Re-appointment at the Annual General Meeting

Particulars	
Name	Mr. Onkar S. Kanwar
Date of Birth and AGE	01.03.1942 and 76 years
Date of Appointment	25.03.2011
Qualifications	A Science and Administration graduate from the University of California
Terms and Conditions of Reappointment	As per the resolution passed by the Board, Mr. Onkar S. Kanwar was appointed as Non-Executive Non-Independent Director of the Company
Date of first appointment on the Board	25.03.2011
Remuneration last drawn	Sitting Fee Only i.e Rs.50,000/-
Number of meetings of the Board attended during the financial year	4(Four)
Relationship with other Directors / Key Managerial Personnel	There are no inter-se relationships between the Board members except Mr. Onkar S. Kanwar and Mr. Neeraj Kanwar being father and son.
Expertise in Specific Function areas	He has more than 45 years of experience in the field Industry, Business and Management.
Numbers of Shares held in the Company	2500 Equity Share
Directorships held in other public Companies (excluding foreign Companies and Section 8 Companies)	Apollo Tyres Ltd. (Chairman & Managing Director) PLT Enterprises Ltd. (Director) Artemis Medicare Services Ltd. (Director) Artemis Health Sciences Ltd. (Director) Classic Auto Tubes Ltd. (Director) Leto Realtors Pvt. Ltd. (Director)
Memberships/Chairmanships of Committees of other public Companies (includes only Audit Committee and Stakeholders' Relationship Committee)	Details are given below in Point A

A. Mr. Onkar S. Kanwar also holds Membership/Chairmanship of Committees in the following other Companies

Sr. No.	Name of the Company	Details of Membership/Chairmanship, if any, in Committee(s) of the Board	
1.	Apollo Tyres Ltd	Stakeholders Relationship Committee	Member
2.	PTL Enterprises Ltd	Stakeholders Relationship Committee	Chairman
3.	Artemis Health Sciences Ltd.	Audit Committee	Chairman

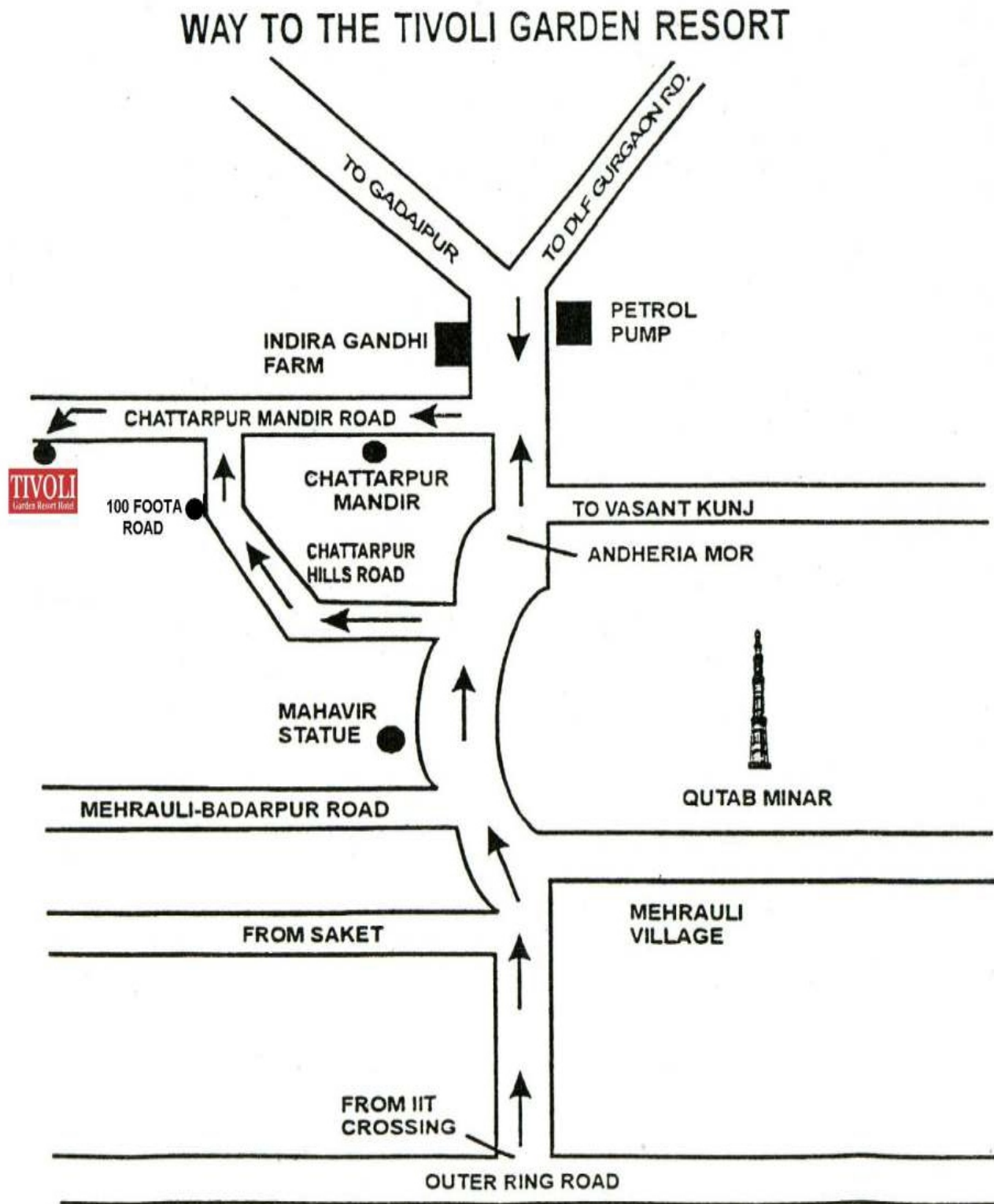
For other details please refer to the Corporate Governance Report Director details section.

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

By order of the Board
For Artemis Global Life Sciences Ltd

Place: Gurugram
Dated: 07-08-2018

Sd/-
(ANUJ SOOD)
COMPANY SECRETARY



BOARD'S REPORT

Dear Members,

The Directors of the Company are pleased to present their 8th Annual Report together with the annual audited consolidated and standalone financial statements for the financial year ended March 31, 2018.

FINANCIAL RESULTS

(Rs. in Lakhs)

Particulars	Standalone		Consolidated	
	Year ended 31.03.2018	Year ended 31.03.2017	Year ended 31.03.2018	Year ended 31.03.2017
Total Revenue	40.80	40.80	50708.60	46,950.93
Profit Before Depreciation	(0.38)	35.83	5371	4805.30
Depreciation	37.43	14.71	1880.57	1549.31
Profit Before Tax	(37.81)	21.12	3490.43	3255.99
-Provision for Tax – Current	0	1.44	653.32	732.05
-Provision for Tax – Adjustment	2.99	0	2.99	(649.45)
-Provision for Tax – Deferred	(10.91)	4.87	206.49	461.89
Net Profit after Tax	(29.88)	14.81	2627.63	2711.49

OPERATIONS/ STATE OF AFFAIRS AND FUTURE OUT LOOK

The gross total consolidated income of your Company for the year ended March 31, 2018 amounted to Rs.50708.60 lakhs as against Rs. 46950.93 lakhs in previous year. After providing for depreciation and tax, net profit amounted to Rs.2627.63 lakhs as against Rs. 2711.49 lakhs in previous year. The gross (standalone) total income of your Company for the year ended March 31, 2018 amounted to Rs. 40.80 lakhs as against Rs. 40.80 lakhs in previous year. After providing for depreciation and tax, net profit amounted to Rs. (29.88) lakhs as against Rs. 14.81 lakhs in previous year. Accounts for the current year have been prepared on the basis of Companies (Indian Accounting Standard) Rules, 2015 (IND AS). Previous Year figure have been rearranged accordingly.

COMPOSITE SCHEME OF AMALGAMATION

AGLSL is engaged in the healthcare business. AGLSL has following subsidiaries-

Sl. No.	Name of the Subsidiary	Subsidiary
1	Artemis Health Sciences Limited (AHSL)	Wholly owned Subsidiary of AGLSL
2	Artemis Medicare Services Limited (AMSL)	Wholly owned subsidiary of AHSL
3	Athena Eduspark Limited (AEL)	Wholly owned subsidiary of AHSL

Management has proposed for restructuring of the Company with its subsidiary companies with the object to reduce the operational inefficiencies by consolidating all the medical business in a single entity by eliminating the redundancies and in turn enhance shareholder value.

Management has proposed to amalgamate AGLSL, AHSL and AEL into AMSL pursuant to a Composite Scheme of Amalgamation. The merger into AMSL would occur in two parts which would be specifically mentioned to occur sequentially under the Composite Scheme of Amalgamation ("Composite Scheme") in the following order;

(I) Merger of AHSL and AEL in to AGLSL

- As the above merger is a merger of subsidiary into the parent, cancellation of shares held by parent in subsidiary would occur and no share allotment would take place
- AHSL and AEL would be dissolved without being wound up pursuant to the Composite Scheme

(II) Merger of AGLSL into AMSL

- AGLSL (post merger of AHSL and AEL into AGLSL) would be merged into AMSL i.e. reverse merger.
- AMSL would issue and allot equity shares at par on a proportionate basis to each shareholder of AGLSL whose name is recorded in the register of members of AGLSL as holding equity shares on Record Date in the ratio of 1:5 i.e. 1 (One) equity shares of Rs. 10/- each of AMSL to be issued for every 5 (Five) equity shares of Rs.2/- each of AGLSL held by the shareholder of AGLSL.
- The shares of AMSL shall be listed on BSE and NSE.
- The medical equipments being leased by AGLSL would become the asset of AMSL.
- AGLSL would be dissolved without being wound up pursuant to the Composite Scheme

The Composite Scheme is subject to approval of the Stock Exchange, creditors and shareholders of the Company and the sanction by the NCLT and other statutory authorities.

DIVIDEND

Since there is no distributable profit, your Directors do not recommend any dividend.

MATERIAL CHANGES AND COMMITMENTS

No material changes and commitments affecting the financial position of your Company have occurred between the end of the financial year of the Company to which the financial statements relate and on the date of this report. There has been no change in the nature of the business of the Company

SUBSIDIARY COMPANY/HOLDING COMPANY

Your company is the holding Company of the Artemis Heath Sciences Ltd (AHSL), Artemis Medicare Services Ltd (AMSL) and Athena Eduspark Ltd. (AEL). Also, your Company is the Subsidiary Company of the Constructive Finance Private Limited.

In accordance with the provisions of the Companies Act, 2013 ("the Act") and Ind AS 110 - Consolidated Financial Statement read with Ind AS-28 Investment in Associates and Ind AS 31- Interest in Joint Ventures, the audited consolidated financial statement is provided in the Annual Report.

Pursuant to Section 129 (3) of the Companies Act, 2013 and Indian Accounting Standards issued by the Institute of Chartered Accountants of India, Consolidated Financial Statements presented by the Company include the financial statements of its subsidiaries.

In terms of provisions of Section 136 of the Companies Act, 2013, the Company shall place separate audited accounts of the subsidiary companies on its website at www.aglsl.in. The Company will make available physical copies of these documents upon request by any shareholder of the Company/ subsidiary interested in obtaining the same. These documents shall also be available for inspection at the registered office of the Company during business hours up to the date of ensuing Annual General Meeting.

Report on the performance and financial position of Subsidiary Companies.

Pursuant to Section 134 of the Companies Act, 2013 and Rule 8(1) of the Companies (Accounts) Rules, 2014 the report on performance and financial position of the subsidiary companies included in the consolidated financial statement is presented as under: