

ANAND DUA & ASSOCIATES
Chartered AccountantsFlat No-11, Pocket-7, Sector-12,
Dwarka, New Delhi-110 078
Ph: 47021279**ANNEXURE 9A****CERTIFICATION OF UNDERTAKING**

To,
The Board of Directors,
ARTEMIS GLOBAL LIFE SCIENCES LIMITED
414/1, 4th Floor, DDA Commercial Complex
District Centre, Janakpuri
New Delhi-110058

RE: Proposed Composite Scheme of Amalgamation between Artemis Global Life Sciences Limited ("AGLSL" OR "Company"), Artemis Health Sciences Limited ("AHSL"), Athena Eduspark Limited ("AEL") and Artemis Medicare Services Limited ("AMSL") and their respective shareholders and creditors ("Composite Scheme") - application under regulation 37 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015

SUB: Certificate of non-applicability of requirements prescribed in Para I(A)(9)(a) of Annexure I to SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 (as amended) ("SEBI Circular") pursuant to Para I(A)(9)(c) of Annexure I to SEBI Circular in respect of Proposed Composite Scheme of Amalgamation

1. At the request of Artemis Global Life Sciences Limited (the "Company"), we have examined the books of accounts, the draft Composite Scheme and other relevant records and documents maintained by the Company in the usual course of its business for the purpose of certifying accompanying undertaking by the Board of Directors of the Company stating the reasons for non-applicability of Para I (A) (9) (a) of Annexure I of SEBI Circular (the "Undertaking") in relation to the Composite Scheme in terms of the provisions of section 230 to 232 and other relevant provisions of the Companies Act 2013 which has been initialed by us for identification purposes.
2. In connection with requirement as stated in Para 1 above in terms of Para I (A) (9) (c) of Annexure I of SEBI Circular, we have been provided by the Company a certified copy of the Undertaking as per SEBI Circular and draft Composite Scheme (as annexed herewith). We have relied on the above Undertaking and performed no further procedures in this regard.
3. The attached Undertaking and compliance with SEBI Circular is the responsibility of the Company's management. Our responsibility is to provide a certificate in terms of Para I (A) (9) (c) of SEBI Circular on the said Undertaking to certify whether the

**For Artemis Global Life Sciences Limited***Anuj Sood*

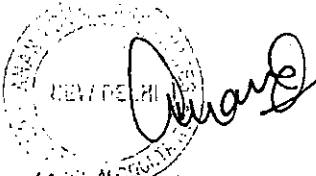
Anuj Sood
Company Secretary (A35276)
D-6/10, 3rd Floor, Rana Pratap Bagh
New Delhi-110007

9.A.
conditions mentioned in Para I (A) (9) (a) of Annexure I of SEBI Circular are applicable to the Company or not.

4. We conducted our examination in accordance with the 'Guidance Note on Audit Reports and Certificates for the Special Purposes' issued by the Institute of Chartered Accountant of India. Our scope of work did not involve us performing any audit tests in the context of our examination. We have not performed an audit, the objective of which would be the expression of an opinion on the financial statements, specified elements, accounts or items thereof, for the purpose of this certificate. Accordingly we do not express such opinion. Further our examination did not extend to any aspects of legal or propriety nature in the aforesaid draft Composite Scheme other than matters referred to in the said certificate.
5. Based on our examination of the Undertaking given by the Company's management and the draft Composite Scheme and according to the information and explanations given to us and specific representations received by us from the management, we certify that the conditions prescribed in Para I (A) (9) (a) of Annexure I of SEBI Circular are not applicable to the draft Composite Scheme for the reasons stated in the accompanying Undertaking.
6. This Certificate is intended solely for purpose of submission to the Stock Exchanges in connection with the approval for the draft Composite Scheme under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and should not be used for any other purpose or distributed to any other party.


Place: New Delhi
Date: 07.05.2018

For Anand Dua & Associates
Chartered Accountants
FRN: 04263N

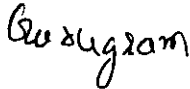

(Anand Dua) Partner
M. No.083503

Certified True Copy

For Artemis Global Life Sciences Limited


Anuj Sood
Company Secretary (A35276)
D-5110, 3rd Floor, Rana Pratap Bagh
New Delhi-110007

19/05/2018





ARTEMIS GLOBAL LIFE SCIENCES LIMITED

(Formerly - PTL PROJECTS LIMITED)

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

CIN : U85191DL2011PLC216530

CIN- L85191DL2011PLC216530

UNDERTAKING

RE: Proposed Composite Scheme of Amalgamation – application under regulation 37 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015

SUB: Undertaking in relation to non-applicability of requirements prescribed in Para (I)(A)(9)(a) of Annexure I to SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 (as amended) ("SEBI Circular") pursuant to Para (I)(A)(9)(b) and (c) of Annexure I to SEBI Circular in respect of Proposed Composite Scheme of Amalgamation

This is in connection with the proposed Composite Scheme of Amalgamation between Artemis Global Life Sciences Limited ("AGLSL" OR "Company"), Artemis Health Sciences Limited ("AHSL"), Athena Eduspark Limited ("AEL") and Artemis Medicare Services Limited ("AMSL" or "Amalgamated Company") and their respective shareholders and creditors ("Composite Scheme"). The first part of the proposed Composite Scheme envisages merger of AHSL and AEL with the Company i.e. merger of subsidiary and sub-subsidiary with the Company ("Part I"). The second part of the proposed Composite Scheme envisages reverse merger of the Company (post Part I) into AMSL i.e. a reverse merger of holding company into subsidiary ("Part II").

SEBI has in terms of the SEBI Circular mandated all listed companies to ensure that the scheme submitted with the NCLT for sanction, provides for voting by public shareholders through e-voting after disclosure of all material facts in the explanatory statement, in certain cases, in terms of Para I(A)(9)(a) of Annexure I of SEBI Circular.

The Company hereby undertakes that the requirement of Para I(A)(9)(a) of Annexure I of SEBI Circular pertaining to voting by public shareholders through e-voting is not applicable to it for the following reasons:

1. Para I(A)(9)(b)(i)

Where additional shares have been allotted to Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter / Promoter Group of the listed entity.

Reasons for non-applicability:

(a) Upon the Composite Scheme coming into effect, under Part I of the Composite Scheme there would be no issue of shares by the Company as it involves merger of subsidiaries into the Company. There would be a cancellation of shares held by the Company directly in AHSL and indirectly in AEL (through AHSL);

(b) Further, under Part II of the Composite Scheme, AMSL would issue and allot equity shares at par on a proportionate basis to each shareholder of the Company whose name is recorded in the register of members of the Company as holding equity shares.

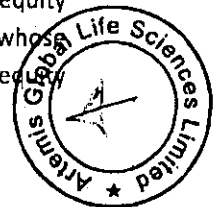
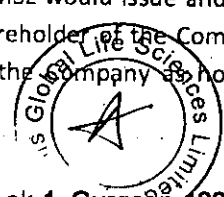
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For Artemis Global Life Sciences Limited

Anuj Sood

Anuj Sood
Company Secretary (A35276)
D-6/10, 3rd Floor, Rana Pratap Bagh
New Delhi-110007

Corporate Off : SF 202, Peach Tree, C-Block, Sushant Lok-1, Gurgaon-122002
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shares on Record Date in the ratio of 1:5 i.e. 1 (One) equity shares of Rs. 10/- each of AMSL (the Amalgamated Company) to be issued for every 5 (five) equity share of Rs.2/- each of the Company held by the shareholder of the Company.

- (c) Simultaneous with the issue of equity shares of AMSL (Amalgamated Company) the shareholders of the Company in lieu of the equity shares held by them in the Company, the shares of AMSL held by AGLSL (upon merger of AHSL into AGLSL) will stand cancelled.
- (d) On account of (b) and (c) above, the shareholding pattern of AMSL (the Amalgamated Company) will be as a mirror image to the shareholding pattern of the Company.

Accordingly, It is evident from the above that there would be no allotment to Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter / Promoter Group of the listed entity.

2. Para 1(A)(9)(b)(ii)

Where the Scheme of Arrangement involves the listed entity and any other entity involving Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter / Promoter Group.

Reasons for non-applicability:

As the proposed Composite Scheme is envisaged between the Company and its wholly owned subsidiaries and step down subsidiaries and thus it does not involve any arrangement between the Company (which is a listed entity) and any other entity / entities involving the Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associate of Promoter / Promoter Group, Subsidiary/(s) of Promoter / Promoter Group.

3. Para 1(A)(9)(b)(iii)

Where the parent listed entity has acquired, either directly or indirectly, the equity shares of the subsidiary from any of the shareholders of the subsidiary who may be Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter / Promoter Group of the parent listed entity, and if that subsidiary is being merged with the parent listed entity under the Scheme.

Reasons for non-applicability:

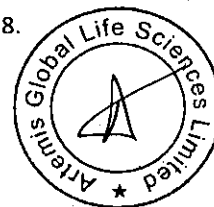
- (a) The Company became the holding company of AHSL and its wholly owned subsidiaries AEL and AMSL on account of the demerger of the Medicare and Healthcare Undertaking of PTL Enterprises Limited pursuant to the scheme of arrangement approved by the Kerala High Court and NCLT, Delhi with the appointed date of 1 April 2016 (opening hours of business) and effective date of 8 March, 2018.

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For Artemis Global Life Sciences Limited

Anuj Sood

Anuj Sood
Company Secretary (A35276)
D-6/10, 3rd Floor, Rana Pratap Bagh
New Delhi-110007



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CIN - U85191DL2011PLC216530

(b) as Accordingly, ~~the~~ **CIN-185191DL2011PLC216530** Company has not acquired, either directly or indirectly, the equity shares of AHSL, AMSL or AEL from any of the shareholders of AHSL, AMSL or AEL who may be Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter / Promoter Group of the Company.

4. Para I(A)(9)(b)(iv)

Where the scheme involving merger of an unlisted entity results in reduction in the voting share of pre-scheme public shareholders of listed entity in the transferee / resulting company by more than 5% of the total capital of the merged entity;

Reasons for non-applicability:

The Composite Scheme does not result in reduction in the voting share of pre-scheme public shareholders of the Company in AMSL by more than 5% of the total capital of AMSL (post the Composite Scheme becoming effective).

5. Para I(A)(9)(b)(v)

Where the scheme involves transfer of whole or substantially the whole of the undertaking of the listed entity and the consideration for such transfer is not in the form of listed equity shares;

Reasons for non-applicability:

The Composite Scheme envisages that 1 (one) equity shares of Rs. 10/- each of AMSL would be issued for every 5 (five) equity share of Rs.2/- each of the Company held by the shareholder of the Company as on the record date, as consideration for the transfer pursuant to the Composite Scheme. The equity shares of AMSL would then be listed on the stock exchanges.

In light of the above reasons, the Company is not required seek approval of the public shareholders through e-voting in relation to the proposed Composite Scheme.

For Artemis Global Life Sciences Limited

Anuj Sood

Anuj Sood
Company Secretary (A35276)
D-6/10, 3rd Floor, Rana Pratap Bagh
New Delhi-110007

Date: 10.05.2018

Place: Gurugram

For Artemis Global Life Sciences Limited

Anuj Sood

Anuj Sood
Company Secretary (A35276)
D-6/10, 3rd Floor, Rana Pratap Bagh
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19/05/2018

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