

# ANAND DUA & ASSOCIATES

Chartered Accountants

Flat No-11, Pocket-7, Sector-12,  
Dwarka, New Delhi-110 078  
Ph: 47021279

Annexure - 10A

105

The Board of Directors  
M/S. Artemis Global Life Sciences Limited  
414/1, 4<sup>th</sup> Floor, DDA Commercial Complex,  
District Center, Janak Puri,  
New Delhi-110058

## Independent Practitioner's Report on statement of computation of Net Worth of the Company as at opening of 1<sup>st</sup> April, 2018.

1. The statement of computation of net worth pre and post reverse merger of Artemis Global Life Sciences Limited, (hereinafter referred to as "the Company") as per proposed scheme of amalgamation (hereinafter referred to as "scheme") between Artemis Medicare Services Limited, Artemis Health Sciences Limited, Artemis Global Life Sciences Ltd. and Athena Eduspark Limited contains the details as required pursuant to compliance with the regulatory framework issued by Securities and Exchange Board of India (SEBI) for submitting to SEBI for their approval under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, which we have initialed for identification purposes only.
2. The accompanying statement of computation of net worth as at opening of 1<sup>st</sup> April, 2018 forms a part of this certificate (hereinafter referred to as Annexure), which we have certified.

### Management's Responsibility for the Statement

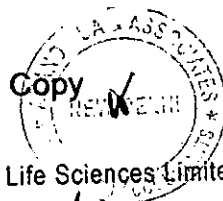
3. The responsibility for preparation of the post-merger financials as per the proposed scheme.
4. The preparation of the Statement is the responsibility of the Management of Artemis Global Life Sciences Limited including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.
5. The Management is also responsible for ensuring that the Company complies with the requirements of the regulatory framework issued by SEBI and provides all relevant information to SEBI.

### Practitioner's Responsibility

6. It is our responsibility to provide a reasonable assurance whether the information in the statement of computation of net worth have been accurately extracted from the audited financial statements for the year ended 31<sup>st</sup> March, 2018 of Artemis Global Life Sciences Limited and the amount computed is arithmetically correct as per the proposed scheme approved by the Board of Directors.
7. We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
8. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.



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Page 1 of 3 For Artemis Global Life Sciences Limited

Anuj Sood

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

### Opinion

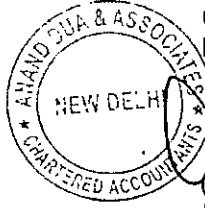
9. Based on our examination, as above, we are of the opinion that the amounts in the Statement of computation of Net Worth as at opening of 1<sup>st</sup> April, 2018 (Annexure "A") have been accurately extracted from the audited financial statements for the year ended 31<sup>st</sup> March, 2018 and the amount computed is arithmetically correct as per the proposed scheme approved by the Board of Directors.

### Restriction on Use

10. The certificate is addressed to and provided to the Board of Directors of the Company solely for the purpose to enable comply with requirement of the scheme and merger application being submitted to SEBI and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

Place: New Delhi  
Date: 11.05.2018

For Anand Dua & Associates  
Chartered Accountants  
FRN: 04263N



*Anand*  
(Anand Dua) Partner  
M.No. 083503

Certified True Copy



For Artemis Global Life Sciences Limited

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

Annexure – 'A' to Anand Dua & Associates's Certificate dated 11<sup>th</sup> May, 2018

This is to certify that Artemis Global Life Sciences Limited having its registered office at 414/1, 4<sup>th</sup> Floor, DDA Commercial Complex, District Center, Janakpuri, New Delhi-110058 has a net-worth of pre-merger Rs. 1,395.80 Lakhs and proposed post-merger Rs. NIL as on opening of 1<sup>st</sup> April, 2018 on the basis of the following calculation:

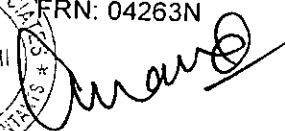
Rs. In Lakhs		
	Pre-merger	Post-merger (*)
Paid up Equity Share Capital (excluding redeemable preference share capital issued to the holding company) (A)	1,323.77	---
Add: Reserves and Surplus as per Balance sheet (B)	14,529.92	---
Less :- Capital Reserve (C)	14,457.89	---
<b>Net Worth (A+B-C)</b>	<b>1,395.80</b>	<b>---</b>

"Net worth" has been considered as defined under Companies Act, 2013.

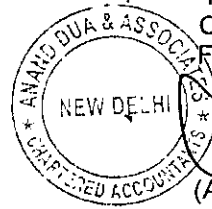
(\*) Net worth post- merger will be NIL of amalgamating company as per proposed scheme of Amalgamation approved by Board of Directors in the Board Meeting dated 09.05.2018.

Place: New Delhi  
Date: 11.05.2018

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

11/05/2018  
*Gurugram*

THE BOARD OF DIRECTORS  
M/S. ARTEMIS HEALTH SCIENCES LIMITED  
Plot No. 14, Sector-20, Dwarka,  
New Delhi-110075

**Independent Practitioner's Report on statement of computation of Net Worth of the Company as at opening of 1<sup>st</sup> April, 2018.**

1. This Report is issued in accordance with the terms of our engagement letter dated 1<sup>st</sup> May, 2018.
2. The statement of computation of net worth pre and post reverse merger of Artemis Health Sciences Limited, (hereinafter referred to as "the Company") as per proposed scheme of amalgamation (hereinafter referred to as "scheme") between Artemis Medicare Services Limited, Artemis Health Sciences Limited, Artemis Global Life Sciences Ltd. and Athena Eduspark Limited contains the details as required pursuant to compliance with the regulatory framework issued by Securities and Exchange Board of India (SEBI) for submitting to SEBI for their approval under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, which we have initialed for identification purposes only.
3. The accompanying statement of computation of net worth as at opening of 1<sup>st</sup> April, 2018 forms a part of this certificate (hereinafter referred to as Annexure), which we have certified.

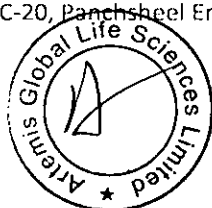
**Management's Responsibility for the Statement**

4. The responsibility for preparation of the post-merger financials as per the proposed scheme.
5. The preparation of the Statement is the responsibility of the Management of Artemis Health Sciences Limited including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.
6. The Management is also responsible for ensuring that the Company complies with the requirements of the regulatory framework issued by SEBI and provides all relevant information to SEBI.

**Practitioner's Responsibility**

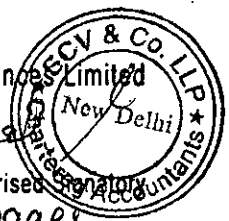
7. It is our responsibility to provide a reasonable assurance whether the information in the statement of computation of net worth have been accurately extracted from the audited financial statements for the year ended 31<sup>st</sup> March, 2018 of Artemis Health Sciences Limited and the amount computed is arithmetically correct as per the proposed scheme approved by the Board of Directors.
8. We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

- Branches:
- 4/18, Asaf Ali Road, New Delhi – 110002 Tel.: 23274888, 23277410, Fax 91-1141749444
  - B-XIX-220, Bani Jhang Road, Ghumar Mandi, Ludhiana – 141 001 (Punjab) Tel.:2774527, Fax: 91-161-2771618
  - D-62, Panchsheel Enclave, New Delhi-110 017 Tel.: 26497629, 26497630, Fax: 91-11-41749444
  - C-20, Panchsheel Enclave, New Delhi-110 017 Tel.: 41200800, Fax: 91-11-41749444



For Artemis Health Sciences Limited

Amul Sooraj  
Authorised Signatory  
Manager



- 9. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

**Opinion**

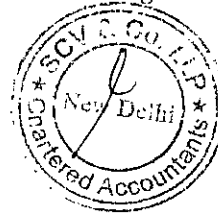
- 10. Based on our examination, as above, we are of the opinion that the amounts in the Statement of computation of Net Worth as at opening of 1<sup>st</sup> April, 2018 (Annexure "A") have been accurately extracted from the audited financial statements for the year ended 31<sup>st</sup> March, 2018 and the amount computed is arithmetically correct as per the proposed scheme approved by the Board of Directors.

**Restriction on Use**

- 11. The certificate is addressed to and provided to the Board of Directors of the Company solely for the purpose to enable comply with requirement of the scheme and merger application being submitted to SEBI and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

Place : New Delhi  
Dated : May 11, 2018

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



*(Signature)*

(VIDUR PURI)  
PARTNER  
MEMBERSHIP NO. 090163

**Certified True Copy**

For Artemis Global Life Sciences Limited

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

19/05/2018  
*Anuj Sood*



For Artemis Health Sciences Limited

*Anuj Sood*  
Authorised Signatory  
*Manager*

Annexure - 'A' to SCV & Co. LLP's certificate dated 11<sup>th</sup> May, 2018

This is to certify that Artemis Health Sciences Limited having its registered office at Plot No. 14, Sector-20, Dwarka, New Delhi-110075 has a net-worth of pre-merger Rs. 13342.23 Lakhs and proposed post-merger Rs. NIL as on opening of 1<sup>st</sup> April, 2018 on the basis of the following calculation:

	Pre-merger	Post-merger (*)
Paid up Equity Share Capital (excluding redeemable preference share capital issued to the holding company) (A)	2450.00	---
Add: Reserves and Surplus as per Balance sheet (B)	10892.23	---
Less :- Revaluation Reserve (C)	---	---
<b>Net Worth (A+B-C)</b>	<b>13342.23</b>	---

Rs. In Lakhs

"Net worth" has been considered as defined under Companies Act, 2013.

(\*) Net worth post-merger will be NIL of amalgamating company as per proposed scheme of Amalgamation approved by Board of Directors in the Board Meeting dated 09.05.2018.

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

Place : New Delhi  
Dated : May 11, 2018



*(Signature)*

(VIDUR PURI)  
PARTNER  
MEMBERSHIP NO. 090163

Certified True Copy

For Artemis Global Life Sciences Limited

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

19/05/2018

Gudugram



For Artemis Health Sciences Limited

*Anuj Sood*  
Anuj Sood  
Authorised Signatory  
Manager  
19/05/2018

The Board of Directors  
M/s. Athena Eduspark Limited  
Plot No. 14, Sector-20, Dwarka,  
New Delhi-110075

**Independent Practitioner's Report on statement of computation of Net Worth of the Company as at opening of 1<sup>st</sup> April, 2018.**

1. The statement of computation of net worth pre and post reverse merger of Athena Eduspark Limited (hereinafter referred to "the Company") as per proposed scheme of amalgamation (hereinafter referred to as "scheme") between Artemis Medicare Services Limited, Artemis Health Sciences Limited, Artemis Global Life Sciences Ltd. and Athena Eduspark Limited contains the details as required pursuant to compliance with the regulatory framework issued by Securities and Exchange Board of India (SEBI) for submitting to SEBI for their approval under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, which we have initialed for identification purposes only.
2. The accompanying statement of computation of net worth as at opening of 1<sup>st</sup> April, 2018 forms a part of this certificate (hereinafter referred to as Annexure), which we have certified.

**Management's Responsibility for the Statement**

3. The responsibility to prepare post-merger financials as per the proposed scheme.
4. The preparation of the Statement is the responsibility of the Management of Athena Eduspark Limited including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.
5. The Management is also responsible for ensuring that the Company complies with the requirements of the regulatory framework issued by SEBI and provides all relevant information to SEBI.

**Practitioner's Responsibility**

6. It is our responsibility to provide a reasonable assurance whether the information in the statement of computation of net worth have been accurately extracted from the audited financial statements for the year ended 31<sup>st</sup> March, 2018 of Artemis Medicare Services Limited, Artemis Health Sciences Limited, Artemis Global Life Sciences Ltd. and Athena Eduspark Limited and the amount computed is arithmetically correct as per the proposed scheme approved by the Board of Directors.
7. We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

**Opinion**

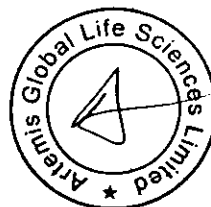
8. Based on our examination, as above, we are of the opinion that the amounts in the Statement of computation of Net Worth as at opening of 1<sup>st</sup> April, 2018 (Annexure "A") have been accurately extracted from the audited financial statements for the year ended 31<sup>st</sup> March, 2018 and the amount computed is arithmetically correct as per the proposed scheme approved by the Board of Directors.

**Certified True Copy**

For Artemis Global Life Sciences Limited

*Amy Sood*

Chartered Accountant (135273)  
D-3/10, 3<sup>rd</sup> Floor, Rana Pratap Bagh  
New Delhi-110007



For Athena Eduspark Ltd.  
*[Signature]*  
Authorised Signatory

**Restriction on Use**

- 9. The certificate is addressed to and provided to the Board of Directors of the Company solely for the purpose to enable comply with requirement of the scheme and merger application being submitted to SEBI and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

Place : New Delhi  
 Dated : May 11, 2018



For Anand Dua & Associates  
 Chartered Accountants  
 FRN: 0426311

*Anand*

(Anand Dua) Partner  
 M No 83503

For Athena Eduspark Ltd.  
*[Signature]*  
 Authorised Signatory

**Certified True Copy**

For Artemis Global Life Sciences Limited

*Anuj Sood*

Anuj Sood  
 Company Secretary (A35276)  
 D-6/15, 3rd Floor, Rana Pratap Bagh  
 New Delhi-110007



19/05/2018

*Gurugram*





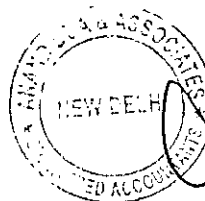
Annexure – 'A'

This is to certify that Athena Eduspark Limited having its registered office Plot No. 14, Sector-20, Dwarka, New Delhi-110075 has a net-worth of pre-merger Rs. 71.65 Lakhs and proposed post-merger Rs. Nil as on opening of 1<sup>st</sup> April, 2018 on the basis of the following calculation:

Rs. In Lakhs		
	Pre-merger	Post-merger(*)
Paid up Equity Share Capital	5.00	0.00
Add: Total Reserves and Surplus as per Balance sheet (net of proposed amalgamation adjustment)	66.65	0.00
Less:- Revaluation reserve	0.00	0.00
Less:- Capital reserve - previous Amalgamation.	0.00	0.00
<b>Total Net Worth</b>	<b>71.65</b>	<b>0.00</b>

"Net worth" has been considered as defined under Companies Act, 2013.

(\*)Net worth post- merger will be NIL of amalgamating company as per proposed scheme of Amalgamation approved by Board of Directors in the Board Meeting dated 09.05.2018.

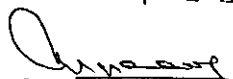


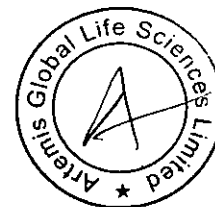
For Anand Dua & Associates  
Chartered Accountants  
FRN: 04263N

(Anand Dua) Partner  
M No 83503

Place : New Delhi  
Dated : May 11, 2018

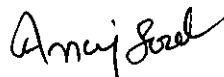
For Athena Eduspark Ltd.

  
Authorized Signatory



**Certified True Copy**

For Artemis Global Life Sciences Limited



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



19/05/2018  
Gustugram

The Board of Directors  
M/s. Artemis Medicare Services Limited  
Plot No. 14, Sector-20, Dwarka,  
New Delhi-110075

**Independent Practitioner's Report on statement of computation of Net Worth of the Company as at opening of 1<sup>st</sup> April, 2018.**

1. This Report is issued in accordance with the terms of our engagement letter dated 1<sup>st</sup> May, 2018.
2. The statement of computation of net worth pre and post reverse merger of Artemis Medicare Services Limited (hereinafter referred to "the Company") as per proposed scheme of amalgamation (hereinafter referred to as "scheme") between Artemis Medicare Services Limited, Artemis Health Sciences Limited, Artemis Global Life Sciences Ltd. and Athena Eduspark Limited contains the details as required pursuant to compliance with the regulatory framework issued by Securities and Exchange Board of India (SEBI) for submitting to SEBI for their approval under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, which we have initialed for identification purposes only.
3. The accompanying statement of computation of net worth as at opening of 1<sup>st</sup> April, 2018 forms a part of this certificate (hereinafter referred to as Annexure), which we have certified.

**Management's Responsibility for the Statement**

4. The responsibility to prepare post-merger financials as per the proposed scheme.
5. The preparation of the Statement is the responsibility of the Management of Artemis Medicare Services Limited including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.
6. The Management is also responsible for ensuring that the Company complies with the requirements of the regulatory framework issued by SEBI and provides all relevant information to SEBI.

**Practitioner's Responsibility**

It is our responsibility to provide a reasonable assurance whether the information in the statement of computation of net worth have been accurately extracted from the audited financial statements for the year ended 31<sup>st</sup> March, 2018 of Artemis Medicare Services Limited, Artemis Health Sciences Limited, Artemis Global Life Sciences Ltd. and Athena Eduspark Limited and the amount computed is arithmetically correct as per the proposed scheme approved by the Board of Directors.

We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by

14/18, Asaf Ali Road, New Delhi - 110002 Tel.: 23274888, 23277410, Fax 91-1141749444

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- D-62, Panchsheel Enclave, New Delhi-110 017 Tel.: 26497629, 26497630, Fax: 91-11-41749444
- C-20, Panchsheel Enclave, New Delhi-110 017 Tel.: 41200800, Fax: 91-11-41749444



**Certified True Copy**



Anuj Sood  
Company Secretary (A35276)  
D-6/10, 3rd Floor, Rana Pratap Bagn  
New Delhi-110007  
For Artemis Global Life Sciences Limited  
Anuj Sood  
Branche

- 9. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

**Opinion**

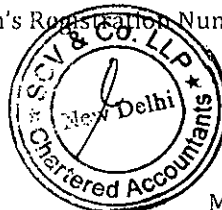
- 10. Based on our examination, as above, we are of the opinion that the amounts in the Statement of computation of Net Worth as at opening of 1<sup>st</sup> April, 2018 (Annexure "A") have been accurately extracted from the audited financial statements for the year ended 31<sup>st</sup> March, 2018 and the amount computed is arithmetically correct as per the proposed scheme approved by the Board of Directors.

**Restriction on Use**

- 11. The certificate is addressed to and provided to the Board of Directors of the Company solely for the purpose to enable comply with requirement of the scheme and merger application being submitted to SEBI and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

Place : New Delhi  
Dated : May 11, 2018

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



(VIDUR PURI)  
PARTNER

MEMBERSHIP NO. 090163

**Certified True Copy**

For Artemis Global Life Sciences Limited

Anuj Saxena  
Company Secretary (A35276)  
D-10, 1<sup>st</sup> Floor, Isha Pratap Bagh  
New Delhi-110017

19/05/2018



- For Artemis Medicare Services Limited

Authorised Signatory

Annexure - 'A' to SCV & Co. LLP's certificate dated 11<sup>th</sup> May, 2018

This is to certify that Artemis Medicare Services Limited having its registered office at Plot No. 14, Sector-20, Dwarka, New Delhi-110075 has a net-worth of pre-merger Rs. 16564.82 Lakhs and proposed post-merger Rs. 2146.14 Lakhs as on opening of 1<sup>st</sup> April, 2018 on the basis of the following calculation:

	Pre-merger	Post-merger(*)
Paid up Equity Share Capital	2103.50	1323.77
Add: Total Reserves and Surplus as per Balance sheet (net of proposed amalgamation adjustment)	21002.02	21820.96
Less:- Revaluation reserve	6540.70	(6540.70)
Less:- Capital reserve - previous Amalgamation.	-----	(14457.89)
<b>Total Net Worth</b>	<b>16564.82</b>	<b>2146.14</b>

"Net worth" has been considered as defined under Companies Act, 2013.

(\*) Net worth post-merger has been calculated based on the proposed scheme of Amalgamation approved by Board of Directors in the Board Meeting held on 09.05.2018.

Place : New Delhi  
Dated : May 11, 2018

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



*[Signature]*

(VIDURPURI)  
PARTNER

MEMBERSHIP NO. 090163

**Certified True Copy**

For Artemis Global Life Sciences Limited

*[Signature]*

Company Secretary (A35276)  
3<sup>rd</sup> Floor, Rana Pratap Bagh  
New Delhi-110007



For Artemis Medicare Services Limited

*[Signature]*  
Authorised Signatory