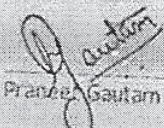





Prism Medico and Pharmacy Limited

CIN: L51109MH2002PLC206595

FORM A

1.	Name of the Company	Prism Medico And Pharmacy Limited
2.	Annual Financial Statement for the year ended	31 st March, 2011
3.	Type of Audit Observation	There are no observation in the Annual Audit Report
4.	Frequency of Observation	Not Applicable
5.	To be signed by -	
	Managing Director	 Prantesh Gautam 
	Auditor of the Company	 Ratnesh Mahajan 

Covering letter of the Annual Audit Report to be filed with the Stock Exchange

PRISM MEDICO AND PHARMACY LIMITED

ANNUAL REPORT 2013 - 2014

BOARD OF DIRECTORS

Mr. Praneet Gautam	- Managing Director (w.e.f. 19 th April, 2013)
Mrs. Madhulika Gautam	- Director (Upto 18 th August, 2014)
Mr. Alok Pathak	- Director (w.e.f 23 rd April, 2013)
Mr. Venkatraman Chandrashekar	- Director (w.e.f 19 th April, 2013 and upto 15 th July, 2014)
Dr. Anand Dubey	- Director (Upto 23 rd April, 2013)
Mr. Virendrakumar Jain	- Director (Upto 19 th April, 2013)
Mr. Kuldeep Kumar	- Independent Director (w.e.f 18 th August, 2014)
Mr. Jatin Aggarwal	- Independent Director (w.e.f 18 th August, 2014)

AUDITORS

M/s. R. Mahajan & Associates,
Chartered Accountants
New Delhi

BANKERS

Union Bank of India
Lower Parel Branch, Mumbai

REGISTERED OFFICE

E-18, 6th Floor, Everest Building,
Tardeo, Mumbai-400034
Tel.: 022-2353 1504, Fax : 022-2352 0490
Email ID : investorgrievancewmcl@gmail.com

REGISTRAR & SHARE TRANSFER AGENTS

Purva Sharegistry (India) Pvt. Ltd.
Unit No. 9, Shiv Shakti Industrial Estate.,
J .R. Boricha Marg, Opp. Kasturba Hospital Lane,
Lower Parel (East), Mumbai - 400 011
Tel.: 022-23016761
Fax: 022-23012517
Email: busicomp@vsnl.com

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PRISM MEDICO AND PHARMACY LIMITED

CIN: L51109MH2002PLC206595

Regd Off: E -18, 6th Floor, Everest Building, Tardeo, Mumbai-400034

Tel.: 022-23531504, Fax No.: 022- 2352 0490

Email ID: investorgrievancewmcl@gmail.com

NOTICE

Notice is hereby given that the Twelfth Annual General Meeting of the members of **Prism Medico and Pharmacy Limited** will be held on Monday, 29th day of September, 2014 at 3.30 P.M. at E-18, 6th Floor, Everest Building, Tardeo, Mumbai - 400034 to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2014 and the Statement of Profit & Loss for the year ended on that date together with the Reports of Directors' and Auditors' thereon.
2. To appoint a Director in place of Mr. Alok Pathak, Director who retires by rotation and being eligible offers himself for re-appointment.
3. To re- appoint M/s. R. Mahajan & Associates, Chartered Accountants, New Delhi (FRN: 011348N) as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting upto the conclusion of the next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:
“**RESOLVED THAT** Mr. Kuldeep Kumar (DIN: 02805510), who was appointed as an Additional Director (Independent) of the Company w.e.f. 18th August, 2014 pursuant to the provisions of Sections 149 and 161 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the provisions of Articles of Association of the Company and holds office up to the date of ensuing Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing along with the requisite deposit from the Director himself as required under Section 160 of the Companies Act, 2013 signifying his intention to propose his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office as such upto 17th August, 2019, who shall not be liable to retire by rotation.
5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:
“**RESOLVED THAT** Mr. Jatin Aggarwal (DIN: 03008793), who was appointed as an Additional Director (Independent) of the Company w.e.f. 18th August, 2014 pursuant to the provisions of Sections 149 and 161 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the provisions of Articles of Association of the Company and holds office up to the date of ensuing Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing along with the requisite deposit from the Director himself as required under Section 160 of the Companies Act, 2013 signifying his intention to propose his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office as such upto 17th August, 2019, who shall not be liable to retire by rotation.
6. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:
“**RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the new set of Articles of Association, be and is hereby approved and adopted as new Articles of Association of the Company in the place and exclusion of the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all such steps and actions for the purposes of making all such filings and registrations as may be required in relation to the aforesaid

amendment to the Articles of Association and further to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution.”

**By order of the Board of Directors
For Prism Medico and Pharmacy Limited**

**Place: Mumbai
Date: 18th August, 2014**

**Praneet Gautam
Managing Director**

Registered Office:
E-18, 6th Floor,
Everest Building,
Tardeo, Mumbai-400034

NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE, IN CASE OF POLL ONLY, ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXIES, IN ORDER TO BE VALID, SHOULD BE DULY COMPLETED, STAMPED AND SIGNED AND MUST BE LODGED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.** A person can act on behalf of member or members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights provided that a member holding more than 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 proxy for any other person or member.
2. The Statement pursuant to Section 102 of the Companies Act, 2013 in respect of special business is annexed herewith and forming part of this Notice.
3. Corporate Members are requested to send a duly certified copy of the Board Resolution passed pursuant to Section 113 of the Companies Act, 2013 authorizing their representative to attend and vote at the Annual General Meeting or at any adjournment thereof.
4. The Register of Members and the Share Transfer Books of the Company will remain closed from Friday, 26th September, 2014 to Monday, 29th September, 2014 (both days inclusive).
5. The Register of Directors' Shareholdings, maintained under Section 170 and Register of Contracts or arrangements in which Directors are interested under Section 189 of the Companies Act, 2013 are open for inspection at the Registered Office of the Company during the office hours on all working days, between 11.00 a.m. and 1.00 p.m. upto the date of the Annual General Meeting and will be open for inspection during the Annual General Meeting also.
6. Members holding shares in physical form are requested to notify immediately any change in their address or bank mandates to the Company / Registrar & Share Transfer Agents (RTA) quoting their Folio Number and Bank Account Details alongwith self-attested document proofs. Members holding shares in the electronic form may update such details with their respective Depository Participants.
7. Members are requested to forward all Share Transfers and other communications to the RTA of the Company and are further requested to always quote their Folio Number in all correspondences with the Company.
8. Members holding shares in identical order of names in one or more than one folio are requested to write to the Company / RTA enclosing their Original Share Certificates to enable the Company to consolidate their holdings in one folio to facilitate better services.
9. The Members / Proxies should bring the attendance slip duly filed in and signed for attending the meeting.
10. Members desirous of seeking information about the accounts and operations of the Company are requested to send their queries atleast ten days before the meeting at the Company's Registered Office, so that the information required can be made readily available at the meeting.

11. Members are requested to bring their original photo ID (like PAN Card, Aadhar Card, Voting Card, etc, having photo identity) while attending the meeting.
12. The Equity shares of the Company are listed at BSE Limited. The Company has paid the listing fee to BSE Limited for the financial year 2014-15.
13. The Securities and Exchange Board of India has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are therefore requested to submit their respective PAN details to their respective Depository Participants with whom they have their demat account(s). Members holding shares in physical form can submit their PAN details to the Registrar & Share Transfer Agents of the Company – M/s. Purva Sharegistry (India) Pvt. Limited.
14. Non Resident Indian members are requested to inform the Company's Registrar & Share Transfer Agents, immediately of any change in their residential status on return to India for permanent settlement, their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code, if the details are not furnished earlier.
15. To comply with the provisions of Section 88 of the Companies Act, 2013 read with Rule 3 of the Companies (Management and Administration) Rules 2014, the Company is required to update its database by incorporating some additional details of its members in its records.

You are thus requested to kindly submit your e-mail ID and other details vide the e-mail updation form attached in this Annual Report. The same could be done by filling up and signing at the appropriate place in the said form and returning the same by post.

The e-mail ID provided shall be updated subject to successful verification of your signatures as per record available with the RTA of the Company.

16. Voting through electronic means

Pursuant to provisions of Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 and clause 35B of the Listing Agreement, the Company is pleased to offer e-voting facility to the members to cast their votes electronically on all resolutions set forth in the Notice convening the Annual General Meeting to be held on Monday, 29th September, 2014 at 3.30 p.m. The Company has engaged the services of Central Depository Services Limited (CDSL) to provide the e-voting facility. It is hereby clarified that it is not mandatory for a member to vote using the e-voting facility and a member may avail of the facility at his/her/it discretion, subject to compliance with the instructions prescribed below:

The e-voting facility is available at the link

(A) Procedure/ Instructions for e-voting are as under:

- (a) Open your web browser during the voting period and log on to the e-voting website www.evotingindia.com
- (b) Now click on "Shareholders" to cast your votes.
- (c) Fill up the following details in the appropriate boxes:
 - (i) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - (ii) Next enter the Image Verification as displayed and Click on Login. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(iii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

(d) After entering these details appropriately, click on "SUBMIT" TAB.

Members holding shares in Physical form will then reach directly to the EVSN selection screen. Members holding shares in Demat form will now reach Password Creation menu wherein they are required to mandatorily change their login password in the new password field. Kindly note that this password is also to be used by the Demat holders for voting for resolution of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (d) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (e) You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending communication(s) regarding CDSL e-voting system in future. The same may be used in case the Member forgets the password and the same needs to be reset.
- (f) If you are holding shares in Demat form and had logged on to www.evotingindia.com and casted your vote earlier for EVSN of any company, then your existing login id and password are to be used.
- (g) Click on the EVSN for the PRISM MEDICO & PHARMACY LIMITED on which you choose to vote.
- (h) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (i) Click on the "RESOLUTION FILE LINK" if you wish to view the entire AGM Notice.
- (j) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (k) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- (l) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (m) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification

code and click on Forgot Password & enter the details as prompted by the system.

- Institutional shareholders (i.e. other than Individuals, HUF, and NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

These details and instructions form an integral part of the Notice for the Annual General Meeting to be held on Monday, 29th September, 2014.

(B) General:

- (a) In case of any queries regarding e-voting you may refer to the 'user manual for shareholders to cast their votes' available at www.evotingindia.com under 'HELP'.
 - (b) If you are already registered with CDSL for e-voting then you can use your existing user ID and password for casting your vote.
 - (c) The e-voting period commences on Monday, 22nd September, 2014 (9.00 a.m.) and ends on Wednesday, 24th September, 2014 (6.00 p.m.). During the e-voting period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, 22nd August, 2014, may cast their votes electronically. Once the vote on a resolution is cast by the shareholder, he shall not be allowed to change it subsequently.
 - (d) The voting rights of the shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of Friday, 22nd August, 2014.
 - (e) CS Manish L. Ghia, Partner, M/s. Manish Ghia & Associates, Company Secretaries, Mumbai has been appointed as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
 - (f) The Scrutinizer shall within a period of not exceeding three working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in 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.
 - (g) The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the website of CDSL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited.
17. The Notice of the 12th Annual General Meeting and instructions for e-voting, along with the Attendance slip, Assent/ Dissent Form and Proxy Form, are being sent by electronic mode to all members whose email addresses are registered with the Company/ Depository Participant(s) unless a member has requested for hard copy of the same. For members who have not registered their email addresses, physical copies of the aforesaid documents are being sent by the courier.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**Item Nos. 4 & 5:**

Mr. Kuldeep Kumar, aged 42 years is Bachelor of Arts by qualification, was appointed as an Additional Director of the Company w.e.f. 18th August, 2014. He has a rich experience of over 10 years in the field of Marketing.

Mr. Jatin Aggarwal, aged 43 years is Bachelor of Arts by qualification, was appointed as an Additional Director of the Company w.e.f. 18th August, 2014. He has a rich experience of over 15 years in the area of Administration.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Kuldeep Kumar and Mr. Jatin Aggarwal holds office as such upto the date of this Annual General Meeting. Mr. Kuldeep Kumar and Mr. Jatin Aggarwal has given the requisite declaration pursuant to Section 149(7) of the Companies Act, 2013, to the effect that they meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013. The Company has received a notice along with requisite deposit from directors themselves under Section 160 of the Companies Act, 2013 proposing their candidature for the office of Director.

In terms of provisions of Section 149 and 152 of the Companies Act, 2013 which became effective from 1st April, 2014, an Independent Director of a Company can be appointed for a term of 5 consecutive years and he shall not be liable to retire by rotation.

In the opinion of the Board, Mr. Kuldeep Kumar and Mr. Jatin Aggarwal proposed to be appointed as Independent Directors, fulfill the conditions specified in the Act and the rules made there under and are independent of the management.

The Board recommends the resolutions as set out at item nos. 4 & 5 of the Notice for your approval.

Except, Mr. Kuldeep Kumar and Mr. Jatin Aggarwal none of the Directors, Key Managerial Personnel of your Company and relatives of Directors/ Key Managerial Personnel are concerned or interested in the said resolution.

Item No. 6:

The existing Articles of Association ("AoA") are based on the provisions of Companies Act, 1956 and several regulations in the existing AoA contain references to specific sections of the Companies Act, 1956. With the enforcement of the Companies Act, 2013, various provisions of the Companies Act, 1956 have become ineffective and in view of the same the Article of Association of the Company need to be re-aligned as per the provisions of the new Act.

The Board of Directors at its meeting held on 18th August, 2014 decided to incorporate/ substitute/alter certain provisions as per the latest amendments of the Companies Act, 2013. As this would result in a number of changes in the existing AoA of the Company, it was decided to adopt a new set of AoA in place of and in exclusion to the existing AoA of the Company.

In terms of Section 14 of the Companies Act, 2013, the consent of the Members by way of Special Resolution is required for adoption of new set of AoA of the Company.

A copy of the proposed set of new AoA of the Company would be available for inspection at the Registered Office of the Company during the office hours on all working days between 11.00 a.m. and 1.00 p.m. up to the date of the Annual General Meeting and during the Annual General Meeting.

The Board recommends the Special Resolution as set out in item no. 6 of the Notice for your approval.

None of the Directors, Key Managerial Personnel of your Company or relatives of Directors / Key Managerial Personnel are concerned or interested in the said resolution.

**By order of the Board of Directors
For Prism Medico and Pharmacy Limited**

**Place: Mumbai
Date: 18th August, 2014**

**Praneet Gautam
Managing Director**

Registered Office:
E-18, 6th Floor,
Everest Building,
Tardeo, Mumbai-400034

DIRECTORS' REPORT

To
The Members,
Prism Medico and Pharmacy Limited

Your Directors present the 12th Annual Report together with the Audited Financial Statements of the Company for the year ended 31st March, 2014.

FINANCIAL HIGHLIGHTS:

(₹ in Lacs)

Particulars	Year Ended 31 st March, 2014	Year Ended 31 st March, 2013
Total Revenue	Nil	6.07
Less : Total Expenditure	5.07	24.74
Profit / (Loss) before tax	(5.07)	(18.67)
Less : Provision for Taxation		
- Income Tax	Nil	Nil
- Deferred Tax	Nil	Nil
Profit / (Loss) After tax	(5.07)	(18.67)
Balance of Profit/(Loss) as per last Balance Sheet	(29.63)	(10.97)
Balance of Profit/(Loss) carried to Balance Sheet	(34.70)	(29.63)

REVIEW OF OPERATIONS:

During the year under review, the Company did not earn any revenue as against ₹ 6.07 Lacs in the previous year. The Loss before tax is ₹ 5.07 Lacs as against loss of ₹ 18.67 Lacs in previous year. The Loss after tax was ₹ 5.07 Lacs as against loss of ₹ 18.67 Lacs in the previous year. Your directors expect better performance & recovery of losses in the coming years.

DIVIDEND:

In view of the loss incurred during the year, the Board of Directors do not recommend any payment of Dividend for the year under review.

DIRECTORS:

In accordance with the provisions of Section 152 of the Companies Act, 2013 read with Companies (Management & Administration) Rules, 2014, and the Articles of Association of the Company, Mr. Alok Pathak, Director of the Company retires by rotation at the ensuing Annual General Meeting and being eligible, has offered himself for re-appointment. Your Board recommends for his re-appointment. Further, the Board of Directors of the Company appointed Mr. Kuldeep Kumar and Mr. Jatin Aggarwal as Additional (Independent) Directors of the Company w.e.f 18th August, 2014.

In terms of the Provisions of Section 161 of the Companies Act, 2013, Mr. Kuldeep Kumar and Mr. Jatin Aggarwal hold office as such up to the date of ensuing Annual General Meeting of the Company. The Company has received notices from directors themselves under Section 160 of the Companies Act, 2013 together with necessary deposit proposing their candidature for the office of Director of the Company. The Board recommends for their appointment as Directors of the Company.

Mr. Venkatraman Chandrashekar and Mrs. Madhulika Gautam, Directors of the Company has resigned from the Directorship of the Company w.e.f. 15th July, 2014 and 18th August, 2014 respectively. The Board places on record its appreciation for their valuable contribution made during their tenure as Directors of the Company.

DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to the provisions of Section 217 (2AA) of the Companies Act 1956, the Board of Directors of the Company hereby state and confirms that:

1. In the preparation of the Annual Accounts for the year ended 31st March, 2014, the applicable accounting standards have been followed and no material departures have been made from the same;
2. The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March,

2014 and loss of the Company for the year ended on that date;

3. The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company for preventing and detecting fraud and other irregularities and;
4. The Directors have prepared the accounts for the financial year ended 31st March, 2014 on a 'Going Concern Basis'.

AUDITORS:

M/s. R. Mahajan & Associates, Chartered Accountants, New Delhi, the Statutory Auditors of your Company hold office up to the conclusion of the ensuing Annual General Meeting and are eligible for re-appointment. The Company has received a certificate from them to the effect that their re-appointment, if made, would be in compliance with the conditions as prescribed under Section 139 of the Companies Act, 2013 and they satisfy the criteria as provided under Section 141 of the Act.

Your Directors recommend the re-appointment of M/s. R. Mahajan & Associates, Chartered Accountants, New Delhi as the Statutory Auditors of the Company to hold office from the conclusion of ensuing Annual General Meeting until the conclusion of the next Annual General Meeting and to audit financial statements for the financial year 2014-15.

PUBLIC DEPOSITS:

During the year under review the company has neither accepted nor renewed any deposits within the meaning of Section 58A and 58AA of the Companies Act, 1956.

SECRETARIAL COMPLIANCE CERTIFICATE:

Pursuant to the provisions of Section 383A of the Companies Act, 1956, the Company has received Secretarial Compliance Certificate from M/s. Manish Ghia & Associates, Practicing Company Secretary, Mumbai and attached to this report.

CORPORATE GOVERNANCE:

The Company does not fall in any of the criteria prescribed under Clause 49 of the listing agreement for compliance of Corporate Governance. However, the Company is always committed towards good Corporate Governance.

LISTING OF SHARES

The shares of the Company are listed on the BSE Limited and the Company has paid the listing fees for the financial year 2014-2015.

STATUTORY INFORMATION:

a) Particulars of Employees:

No employees was in receipt of remuneration exceeding the limits as prescribed under the provisions of Section 217(2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975, as amended, hence your directors have nothing to report in this regard.

b) Particulars regarding Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo:

Considering the nature of business activities carried out by the Company, your directors have nothing to report regarding Conservation of energy, research and development and technology absorption as required under Section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules 1988 and Companies (Accounts) Rules 2014. However, the Company makes its best efforts for conservation of energy.

There were no Foreign Exchange earnings /outgoings during the year under review.

ACKNOWLEDGEMENT:

Your Directors take this opportunity to place on record their sincere appreciation and acknowledge with gratitude the assistance, co-operation and support extended to your company by bankers, clients, employees as well as the investing community and look forward to their continued support.

For and on Behalf of the Board of Directors

Place: Mumbai
Date: 18th August, 2014

Praneet Gautam
Managing Director

Alok Pathak
Director

FORM
[See Rule 3]

COMPLIANCE CERTIFICATE

Corporate Identity No. : **L51109MH2002PLC206595**
Authorised Share Capital : **₹ 2,00,00,000/-**

To,
The Members
Prism Medico and Pharmacy Limited,
E 18, 6th Floor, Everest Bldg,
Tardeo, Mumbai -400034

We have examined the registers, records, books and papers of **Prism Medico and Pharmacy Limited** (the Company) as required to be maintained under the Companies Act, 1956 (**the Act**) read with the applicable provisions of the Companies Act, 2013 and the rules made thereunder and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on **31st March, 2014** (the financial year). In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we certify that in respect of the aforesaid financial year:

1. The Company has kept and maintained all registers as stated in **Annexure 'A'** to this certificate, as per the provisions and the rules made thereunder and necessary entries therein have been duly recorded.
2. The Company has duly filed the forms and returns with the Registrar of Companies, Maharashtra - Mumbai as stated in **Annexure 'B'** to this certificate, within the time prescribed under the Act and the rules made thereunder. The Company was not required to file any forms and returns with the office of Regional Director, Central Government, Company Law Board or other authorities as prescribed under the Act.
3. The Company, being a Public Limited Company, has the minimum prescribed paid-up share capital. As on 31st March 2014, the paid-up capital of the Company was ₹ 1,99,20,000/- (Rupees One Crore Ninety Nine Lacs and Twenty Thousand only) and the restrictive provisions of Section 3(1) (iii) of the Act are not applicable.
4. The Board of Directors duly met **6 (Six)** times respectively on **19th April, 2013, 23rd April, 2013, 23rd May, 2013, 12th August, 2013, 8th November, 2013 and 12th February, 2014** and as per information and explanations given by the management, proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose. No circular resolution was passed by the Board during the financial year under review.
5. The Company has closed its Register of Members from **23rd September, 2013 to 26th September, 2013** (both days inclusive) during the financial year and necessary compliance of Section 154 of the Act has been made.
6. The Annual General Meeting for the financial year ended on **31st March, 2013** was held on **26th September, 2013** after giving due notice to the members of the Company and the resolutions passed thereat were duly recorded in the Minutes Book maintained for the purpose.
7. No Extra-Ordinary General Meeting was held during the financial year.
8. The Company has not advanced any loans to its Directors or persons or firms or Companies referred to under Section 295 of the Act read with Section 185 of the Companies Act, 2013 during the financial year.
9. The Company has not entered into any contracts falling within the purview of Section 297 of the Act during the financial year.
10. The Company has made necessary entries in the register maintained under Section 301 of the Act.
11. As there were no instances falling within the purview of Section 314 of the Act, the Company was not required to obtain any approvals from the Board of Directors, Members or the Central Government.
12. The Company has not issued any duplicate share certificate during the financial year.
13. The Company:
 - (i) was not required to deliver any certificate as there was no allotment/transfer/ transmission of securities during the financial year under scrutiny;
 - (ii) was not required to deposit any amount in a separate Bank Account as no dividend was declared during the financial year;

- (iii) was not required to post warrants for dividend to the members of the Company as no dividend was declared during the financial year;
 - (iv) was not required to transfer any amount in respect of unpaid dividend account, application money due for refund, matured deposits, matured debentures and interest accrued thereon which have remained unclaimed or unpaid for a period of seven years and which is required to be transferred to Investor Education and Protection Fund; and
 - (v) has duly complied with the requirements of Section 217 of the Act.
14. The Board of Directors of the Company is duly constituted and the appointment of Directors retiring by rotation was duly made. Mr. Venkatraman Chandrashekar and Mr. Praneet Gautam were appointed as Additional Director on 19th April, 2013. Mr. Alok Pathak, was appointed as Additional Directors of the Company as on 23rd April, 2013. Further, Mr. Venkatraman Chandrashekar, Mr. Praneet Gautam and Mr. Alok Pathak were appointed as Directors in the Annual General Meeting held on 26th September, 2013. Mr. Virendra Narayanlal Jain and Mr. Anand Dubey resigned from the post of Director of the Company w.e.f. 19th April, 2013 and 23rd April, 2013 respectively. There was no appointment of alternate director or directors to fill casual vacancy during the financial year.
 15. The Company has appointed Mr. Praneet Gautam as Managing Director of the Company for a period of five years w.e.f. 23rd April, 2013 in compliance with the provisions of Section 269 of the Act except filing of eform 23 as required under Section 192 of the Act.
 16. The Company has not appointed any sole selling agents during the financial year.
 17. The Company was not required to obtain any approval of the Central Government, Company Law Board, Regional Director, Registrar and / or such authorities prescribed under the provisions of the Act during the financial year.
 18. The directors have disclosed their interest in other firms / companies to the Board of Directors pursuant to the provisions of the Act and the rules made thereunder.
 19. The Company has not issued any shares / debentures / other securities during the financial year.
 20. The Company has not bought back any shares during the financial year.
 21. The Company has not issued any preference shares / debentures; hence the question of their redemption does not arise.
 22. There were no transactions which necessitate the Company to keep in abeyance rights to the dividend, rights shares and bonus shares pending registration of transfer of shares.
 23. The Company has not invited/accepted any deposits including any unsecured loans during the financial year falling within the purview of Section 58A and Section 58AA of the Act read with the Companies (Acceptance of Deposit) Rules, 1975 / the applicable directions issued by the Reserve Bank of India/any other authorities.
 24. The Company has not borrowed any amount from directors, members, public, banks or any other financial institutions falling under the purview of Section 293(1)(d) of the Act read with Section 180(1)(c) of the Companies Act, 2013 during the financial year.
 25. The Company has given loan to other body corporate during the financial year in compliance with the provisions of Section 372A of the Act and has made necessary entries in the register kept for the purpose. However, the Company has not made investments or given guarantees or provided securities to other bodies corporate during the financial year.
 26. The Company has not altered the provisions of its Memorandum of Association with respect to situation of its registered office from one state to another during the financial year under scrutiny.
 27. The Company has not altered the provisions of its Memorandum of Association with respect to its objects during the financial year under scrutiny.
 28. The Company has not altered the provisions of its Memorandum of Association with respect to its name during the financial year under scrutiny.
 29. The Company has not altered the provisions of its Memorandum of Association with respect to its share capital during the financial year under scrutiny.
 30. The Company has not altered its Articles of Association during the financial year.
 31. There was no prosecution initiated against or show cause notices received by the company and no fines and penalties or any other punishment was imposed on the company during the financial year for offences under the Act.
 32. The Company has not received any money as security from its employees during the financial year.

33. The Company was not required to deposit employees' and employers' contribution to Provident Fund with prescribed authorities pursuant to Section 418 of the Act.

For MANISH GHIA & ASSOCIATES
Company Secretaries

Place: Mumbai
Date: 29th May, 2014

Manish L. Ghia
Partner
M. No. FCS 6252 C.P. No. 3531

Annexure – “A”

Registers as maintained by the Company

1. Register of Charges u/s. 143 of the Act
2. Register of Members u/s. 150 of the Act.
3. Register of Index of Members u/s. 151 of the Act.
4. Register and Returns u/s. 163 of the Act.
5. Minutes Book of General Meetings and Board Meeting u/s. 193 of the Act.
6. Register of Contracts, Companies and Firms in which directors are interested u/s. 301 of the Act.
7. Register of Directors u/s. 303 of the Act.
8. Register of Director's Shareholdings u/s. 307 of the Act.
9. Register of Transfers / Transmission of Shares.
10. Register of Shareholders' Attendance

Annexure – “B”

Forms and Returns filed by the Company during the financial year ended on 31st March, 2014

A) With the Registrar of Companies, Maharashtra, Mumbai

Sr. No.	E-Form No.	Relevant Section/ Rule	Description	Date of filing	Whether filed within prescribed time Yes/No	If delay in filing whether requisite additional fee paid Yes / N.A.
1	32	303(2)	Particulars of appointment of Mr. Venkatraman Chandrashekar and Mr. Praneet Gautam as Additional Directors and resignation of Mr. Virendra Narayanlal Jain from the post of Director of the Company w.e.f. 19 th April, 2013.	22.04.2013	Yes	N.A.
2	25C	269 (2)	Return of appointment of Mr. Praneet Gautam as Managing Director of the Company for a period of five years w.e.f. 23 rd April, 2013.	25.04.2013	Yes	N.A.
3	32	303(2)	Particulars of appointment of Mr. Praneet Gautam as Managing Director of the Company and Mr. Alok Pathak as Additional Director of the Company; and resignation of Mr. Anand Dubey from the post of Director of the Company w.e.f. 23 rd April, 2013.	25.04.2013	Yes	N.A.
4	66	383A	Compliance Certificate for the financial year ended on 31 st March, 2013.	09.10.2013	Yes	N.A.
5	23AC XBRL & 23ACA XBRL	220(1)	Schedule - VI (Annual Accounts) for the financial year ended 31 st March, 2013.	10.10.2013	Yes	N.A.
6	23	192	Particulars of ordinary resolution passed at the Annual General Meeting of the Company held on 26 th September, 2013 for the following: 1. Appointment of Mr. Venkatraman Chandrashekar as Director of the Company, 2. Appointment of Mr. Alok Pathak as Director of the Company, 3. Appointment of Mr. Praneet Gautam as the Managing Director of the Company for a period of 5 years w.e.f. 23 rd April, 2013.	23.10.2013	Yes	N.A.
7	32	303(2)	Particulars of appointment of Mr. Venkatraman Chandrashekar and Mr. Alok Pathak as Director of the Company; and Mr. Praneet Gautam as the Managing Director of the Company for a period of 5 years w.e.f. 23 rd April, 2013 in the Annual General Meeting held on 26 th September, 2013.	23.10.2013	Yes	N.A.
8	20B	159(1)	Schedule - V (Annual Return) as on the date of Annual General Meeting i.e. 26 th September, 2013.	23.11.2013	Yes	N.A.

B) With the Office of the Regional Director, Western Region, Mumbai: NIL

C) With the Office of the Ministry of Corporate Affairs (Central Government) at New Delhi: NIL

D) With any other Authorities as prescribed under the Act: NIL

INDEPENDENT AUDITORS' REPORT

To the Members of
PRISM MEDICO AND PHARMACY LTD.

We have audited the accompanying Financial Statements of Prism Medico and Pharmacy Limited, which comprise the Balance Sheet as at 31st March, 2014, the Statement of Profit and Loss and the 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

Management is responsible for the preparation 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 Standards referred to in sub-section (3C) of Section 211 of the Companies Act, 1956 "the Act") (which continue to be applicable in respect of section 133 of the Companies Act, 2013 in terms of General Circular 15/2013 dated 13 September, 2013 of the Ministry of Corporate Affairs). This responsibility includes the design, implementation and maintenance of internal control 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.

AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. 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 Company'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 company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the 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.

OPINION

In our opinion and to the best of our information and according to the explanations given to us, the 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, 2014
- (b) in the case of the Statement of Profit and Loss, of the loss of the company for the year ended on that date; and
- (c) in the case of the Cash Flow Statement, of the cash flows of the company for the year ended on that date

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of Section 227 of the Act, we give in annexure a statement of the matters specified in paragraphs 4 and 5 of the Order
2. As required by section 227(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 the Cash Flow Statement dealt with by this Report are in agreement with the books of account.

- d. in our opinion, the Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement comply with the Accounting Standards notified under the Act (which continue to be applicable in respect of Section 133 of the Companies Act, 2013 in terms of General Circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs).
- e. on the basis of written representations from the directors as on 31st March, 2014 and taken on record by the Board of directors, none of the directors is disqualified as on 31st March, 2014 from being appointed as a director in terms of Section 274(1)(g) of the Act.
- f. Since the Central Government has not issued any notification as to the rate at which the cess is to be paid under Section 441A of the Companies Act, 1956 nor has it issued any Rules under the said section, prescribing the manner in which such cess is to be paid, no cess is due and payable by the Company.

For R. Mahajan & Associates

Chartered Accountants

FRN: 011348N

Ratnesh Mahajan

Partner

M. No: 085484

Place : Mumbai

Date : 29th May, 2014

The Annexure referred to in paragraph 1 under the The Annexure referred to in paragraph 1 under the heading of “Report on other Legal and Regulatory Requirements” of Our Report of even date to the members of Prism Medico And Pharmacy Limited on the accounts of the Company for the year ended 31st March, 2014.

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. As explained to us, the fixed assets have been physically verified by the management during the year, which in our opinion is reasonable, having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on such physical verification.
 - c. During the year, the Company has not disposed off substantial part of fixed assets.
2. The Company does not have any inventory during the year. Accordingly, the provision of Clause ii (b), (c), and (d) of the paragraph 4 of the Order are not applicable to the Company.
3. As informed, the Company has neither granted nor taken any loans secured or unsecured to/from companies, firms or other parties covered in the register maintained under Section 301 of the Companies Act, 1956. Accordingly, the provision of Clause iii (b), (c), (d), (e), (f) and (g) of the paragraph 4 of the Order are not applicable to the Company.
4. In our opinion and according to the information and explanations give to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business, with regard to purchase of inventory and fixed assets and with regard to sale of goods and services. During the course of our audit, we have not observed any major weaknesses in internal control.
5. Based on the audit procedures applied by us and according to the information and explanations provided by us the management, we are of the opinion that there is no transaction that needs to be entered into the register maintained under Section 301. Accordingly, the provision of Clause v (b) of the paragraph 4 of the Order is not applicable to the Company.
6. The Company has not accepted any deposits during the year from the public within the meaning of the provisions of Sections 58A, 58AA, or any other relevant provision of the Companies Act, 1956 and rules made there under. Hence, the clause (vi) of the order is not applicable.

7. The Company does not have an internal audit system. However, in our opinion and according to the representations made by the management, the level of operations and transactions of the Company, by itself, do not require a formal internal audit system.
8. The Central Government has not prescribed maintenance of cost record under Section 209(1)(d) of the Companies Act, 1956 for the products of the Company.
9.
 - a) According to the information and explanations given to us, in our opinion, the company is regular in depositing undisputed statutory dues including Provident Fund, Investors Education and Protection Fund, Employees' State Insurance, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, cess and other statutory dues to the extent as applicable to it with the appropriate authorities except Income Tax dues where there is delay in depositing. According to the information and explanations given to us, no undisputed amount payables in respect of statutory dues as aforesaid were outstanding, as at 31st March, 2014 for a period of more than six months from the date of becoming payable.
 - b) According to the information and explanations given to us, there are no dues of sale tax, income tax, customs duty, wealth tax, service tax, excise duty and cess which have not been deposited on account of any dispute.
10. The Company has accumulated losses at the end of the financial year. The Company has incurred cash losses during the financial year covered by our audit also there were cash losses during the immediately preceding financial year.
11. The Company has no borrowings from financial institutions, banks or debenture holders.
12. According to the information and explanations given to us and based on the documents and records produced to us, the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
13. The Company is not a chit fund and nidhi / mutual benefit fund/society.
14. The Company is not dealing in or trading in shares, securities, debentures and other investments. Therefore, the Provisions of clause (xiv) of paragraph 4 of the Order are not applicable.
15. According to the information and explanations given to us, The Company has not given any guarantee for loans taken by other form bank or financial institutions during the year.
16. The Company has not raised any term loans during the year covered by our audit.
17. According to the information and explanations given to us, and on an overall examination of the Balance Sheet of the company, we report that no funds raised on short-term basis have been used for long term investment.
18. The Company has not made any preferential allotment of shares during the year.
19. The Company has not issued any debentures during the year.
20. The Company has not raised any money by public issue during the year.
21. According to the information and explanations given to us, we report that no fraud on or by the company has been noticed or reported during the year.

For R. Mahajan & Associates

Chartered Accountants
FRN: 011348N

Ratnesh Mahajan

Partner
M. No: 085484

Place : Mumbai
Date : 29th May, 2014

BALANCE SHEET AS AT 31ST MARCH, 2014

(Amount in ₹)

Particulars	Note No.	As at 31 st March, 2014	As at 31 st March, 2013
I. EQUITY AND LIABILITIES			
(1) SHAREHOLDER'S FUND			
(a) Share Capital	02	19,920,000.00	19,920,000.00
(b) Reserves and Surplus	03	(3,470,210.67)	(2,963,381.73)
(2) CURRENT LIABILITIES			
(a) Trade Payables	04	-	774,400.00
(b) Current Liabilities	05	171,894.00	98,800.00
TOTAL		16,621,683.33	17,829,818.27
II. ASSETS			
(1) NON CURRENT ASSETS			
(a) Fixed Assets			
(i) Tangible Assets	06	206,805.00	255,551.00
(2) CURRENT ASSETS			
(a) Trade Recievables	07	-	809,200.00
(b) Cash and Cash Equivalents	08	108,936.33	158,595.27
(c) Short Term Loans and Advances	09	16,305,942.00	16,606,472.00
TOTAL		16,621,683.33	17,829,818.27
SIGNIFICANT ACCOUNTING POLICIES (The note nos 1 to 15 are integrated part of these Financial Statements)	01		

As per our report of even date attached

For R. Mahajan & Associates

Chartered Accountants

FRN : 011348N

For and on behalf of the Board of Directors**Ratnesh Mahajan**

Partner

M. No. 085484

Place : Mumbai

Date : 29th May, 2014**Praneet Gautam**

Director

Venkatraman Chandrashekhar

Director

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2014

(Amount in ₹)

Particulars	Note No.	For Year Ended 31 st March, 2014	For Year Ended 31 st March, 2013
REVENUE FROM OPERATIONS	10	-	-
Other Income	11	-	607,363.00
TOTAL REVENUE		-	607,363.00
EXPENSES:			
Purchase of Stock-in-trade		-	
Employee Benefit Expenses	12	22,000.00	365,015.00
Finance Costs	13	15,798.77	8,898.00
Depreciation		48,746.00	63,584.00
Other Expenses	14	420,284.17	2,036,275.91
TOTAL EXPENSES		506,828.94	2,473,772.91
PROFIT BEFORE TAX		(506,828.94)	(1,866,409.91)
Tax Expense:			
(1) Current Tax		-	-
(2) Deferred Tax		-	-
PROFIT(LOSS) FOR THE PERIOD		(506,828.94)	(1,866,409.91)
Earnings Per Equity Share			
(1) Equity		(0.25)	(0.94)
(2) Diluted		(0.25)	(0.94)
SIGNIFICANT ACCOUNTING POLICIES	01		
(The note nos 1 to 15 are integrated part of these Financial Statements)			

As per our report of even date attached

For R. Mahajan & Associates

Chartered Accountants

FRN : 011348N

For and on behalf of the Board of Directors**Ratnesh Mahajan**

Partner

M. No. 085484

Place : Mumbai

Date : 29th May, 2014**Praneet Gautam**

Director

Venkatraman Chandrashekhar

Director

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014

(Amount in ₹)

Particulars		As at 31 st March, 2014		As at 31 st March, 2013
A. CASH FLOW FROM OPERATING ACTIVITIES :				
Net Profit/(Loss) before tax & extraordinary items		(506,829)		(1,866,410)
Adjusted for :				
Depreciation		48,746		63,584
Loss on sale of investment		-		999,000
Interest & Dividend Income		-		(607,363)
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES		(458,083)		(1,411,189)
Adjusted for :				
Trade and other receivables		809,200		-
Inventories		-		-
Trade Payables/Other liabilities		(701,306)		(107)
Cash generated from operations		(350,189)		(1,411,296)
Direct Taxes paid		-		-
Cash flow before extra ordinary items		(350,189)		(1,411,296)
Extra Ordinary items		-		-
Net cash from Operating activities (A)		(350,189)		(1,411,296)
B. CASH FLOW INVESTING ACTIVITIES				
Purchase of Fixed Assets		-		-
Sale of Fixed Assets		-		-
Sale of Investment		-		1,000
Loans/Deposits received back		300,530		802,969
Interest and Dividend Income		-		607,363
Net Cash used in investing activities (B)		300,530		1,411,332
C. CASH FLOW FROM FINANCING ACTIVITIES :				
Loans taken/(repaid)		-		-
Net Cash used in Financing activities (C)		-		-
Net increase/(decrease) in cash and cash equivalents (A + B + C)		(49,659)		36
CASH AND CASH EQUIVALENTS AT BEGINNING OF THE YEAR				
Cash in Hand	545		53,232	
Balance with Banks	158,051	158,596	105,328	158,560
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR				
Cash in Hand	61,402		545	
Balance with Banks	47,535	108,937	158,051	158,596

As per our report of even date attached

For R. Mahajan & Associates

Chartered Accountants

FRN : 011348N

For and on behalf of the Board of Directors**Ratnesh Mahajan**

Partner

M. No. 085484

Place : Mumbai

Date : 29th May, 2014**Praneet Gautam**

Director

Venkatraman Chandrashekhar

Director

NOTE 1 :**SIGNIFICANT ACCOUNTING POLICIES****a) System of Accounting:**

- i) The books of accounts are maintained on mercantile basis except where otherwise stated.
- ii) The financial statements are prepared under the historical cost convention in accordance with the applicable Accounting Standards issued by The Institute of Chartered Accountants of India and as per the relevant representational requirements of the Companies Act, 1956.
- iii) Accounting policies not specifically referred to are consistent with generally accepted accounting practices, except where otherwise stated.

b) Revenue Recognition:

- i) Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can reliably measured.
- ii) Interest income is recognized on time proportion basis.
- iii) Dividend income is recognized when right to receive is established.
- iv) Profit / Loss on sale of investments is accounted on the trade dates.

c) Valuation of Investment:

Investments are classified into non current and current investments. Non Current investments are stated at cost and provision wherever required, made to recognize any decline, other than temporary, in the value of such investments. Current investments are carried at lower of cost and fair value and provision wherever required, made to recognize any decline in carrying value.

d) Valuation of Fixed Assets:

Fixed Assets are stated in books at historical cost inclusive of all incidental expenses.

Cost comprises the purchase price and any attributable cost of bringing the assets to working condition for its intended use.

e) Depreciation:

Depreciation on assets has been charged on written down value method at the rates specified in schedule XIV of the Companies Act, 1956.

f) Retirement Benefits:

- i) Leave encashment benefits are charged to Profit & Loss Account in each year on the basis of actual payment made to employee. There are no rules for carried forward leave.
- ii) No provision has been made for the retirement benefits payable to the employees since no employee has yet put in the qualifying period of service & the liability for the same will be provided when it becomes due.

g) Inventories:

Inventories are valued at cost (using FIFO method) or net releasable value, whichever is lower.

h) Impairment of Assets:

The carrying amounts of assets are reviewed at the Balance Sheet date to determine whether there are any indications of impairment. If the carrying amount of the Fixed Assets exceeds the recoverable amount at the reporting, the carrying amount is reduced to the recoverable amount. The recoverable amount is the greater of the assets net selling price and value in use, the value in use determined by the present value estimated future cash flows. Here carrying amounts of Fixed Assets are equal to recoverable amounts.

l) Earning Per Share:

- a) Earning Per Share is calculated by dividing the net profit or loss for the period attributable to equity share holders by the weighted average number of equity shares outstanding during the period.
- b) For the purpose of calculating diluted Earning Per Share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all diluted potential equity shares.

j) Provisions, Contingent Liabilities and Contingent Assets:

Provisions are recognised when there is a present obligation as a result of past events and when a reliable estimate of the amount of the obligation can be made. Contingent liability is disclosed for:

- i) Possible obligations which will be confirmed by future events not wholly within the control of the company, or
- ii) Present obligation arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation can not be made.

Contingent assets are not recognized in the financial statements since this may result in the recognition of income that may never be realized.

k) Accounting for Taxes on Income:

- i) Current Tax is determined as the amount of tax payable in respect of taxable income for the year.
- ii) Deferred Tax is recognized subject to the consideration of prudence on timing difference, being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods and measured using relevant enacted tax rates.

(Amount in ₹)

Note 2 : Share Capital					
Particulars	As at		As at		
	31st March 2014		31st March 2013		
Authorised Share Capital 2000000 Equity Shares of Par Value ₹10/- each (Pr. Yr 2000000 Equity Shares of Par Value ₹10/- each)	20,000,000.00		20,000,000.00		
Issued Subscribed and Paid Up 1992000 Equity Shares of ₹10/- each fully paid up (Pr. Yr 1992000 Equity Shares of ₹10/- each fully paid up)	19,920,000.00		19,920,000.00		
	19,920,000.00		19,920,000.00		
Share reconciliation statement					
Particulars	As at		As at		
	31st March 2014		31st March 2013		
	Equity		Equity		
Shares outstanding at the beginning of the year	1,992,000		1,992,000		
Shares Issued during the year	-		-		
Shares bought back during the year	-		-		
Shares outstanding at the end of the year	1,992,000		1,992,000		
Details of shareholders holding more than 5% of paid up Equity Share Capital					
Name of Shareholder	As at 31st March 2014		As at 31st March 2013		
	No.of shares	% of Holding	No.of shares	% of Holding	
Seema Alok Pathak	136,533	6.85%	1,071,762	53.80%	
Umesh Purushottam Chamdia	-	-	268,970	13.50%	
Krishna Liladhar Sharma	380,600	19.11%	-	-	
Ramesh Mahadevan Subramaniam	200,000	10.04%	-	-	
Particulars	Year (Aggregate No. of Shares)				
	2013-14	2012-13	2011-12	2010-11	2009-10
Equity Shares :					
Fully paid up pursuant to contract(s) without payment being received in cash	-	-	-	-	-
Fully paid up by way of bonus shares	-	-	-	-	-
Shares bought back	-	-	-	-	-
Note 3 : Reserve & Surplus					
Profit & Loss Account:					
Opening Balance			(2,963,381.73)		(1,096,971.82)
Add : Profit/(Loss) of Current Year			(506,828.94)		(1,866,409.91)
Closing Balance			(3,470,210.67)		(2,963,381.73)
Note 4 : Trade Payables					
Trade Payable			-		774,400.00
			-		774,400.00

(Amount in ₹)

Note 5 : Other Current Liabilities									
Particulars					As at 31st March 2014			As at 31st March 2013	
Other Liabilities					171,894.00			98,800.00	
					171,894.00			98,800.00	
Note 6 : Fixed Assets- Tangible									
ASSETS	GROSS BLOCK			DEPRECIATION			NET BLOCK		
	COST AS ON 1.04.2013	ADDI- TION	SALE/ TRANSFER	COST AS ON 31.03.14	AS ON 01.04.2013	FOR THE YEAR	AS ON 31.03.14	W.D.V.AS ON 31.03.14	W.D.V.AS ON 31.03.13
Computer	156,153.00	-	-	156,153.00	129,706.00	10,579.00	140,285.00	15,868.00	26,447.00
Elec. installation	87,627.00	-	-	87,627.00	35,701.00	7,223.00	42,924.00	44,703.00	51,926.00
Fur & fixture	300,011.00	-	-	300,011.00	149,677.00	27,210.00	176,887.00	123,124.00	150,334.00
Office equip.	28,000.00	-	-	28,000.00	11,483.00	2,298.00	13,781.00	14,219.00	16,517.00
Printer	17,500.00	-	-	17,500.00	7,173.00	1,436.00	8,609.00	8,891.00	10,327.00
Total	589,291.00	-	-	589,291.00	333,740.00	48,746.00	382,486.00	206,805.00	255,551.00
Previous Year	589,291.00	-	-	589,291.00	270,156.00	63,584.00	333,740.00	255,551.00	319,135.00
Note 7 : Trade Recievables									
Particulars					As at 31st March 2014			As at 31st March 2013	
(Unsecured considered good by the management)									
Debts outstanding for a period exceeding Six months (From the date they become payable)								809,200.00	
Others								-	
								809,200.00	
Note 8 : Cash & Cash Equivalent									
Cash in Hand					61,401.50			544.50	
Balance with Banks					47,534.83			158,050.77	
					108,936.33			158,595.27	
Note 9 : Short Term Loans & Advances									
Loans					16,008,000.00			16,008,000.00	
Deposits					2,500.00			303,030.00	
Income Tax refund					295,442.00			295,442.00	
					16,305,942.00			16,606,472.00	

(Amount in ₹)

Note 10 : Revenue From Operations		
Particulars	Year ended 31st March 2014	Year ended 31st March 2013
Sales (Medical Equipments)	-	-
	-	-
	<u>-</u>	<u>-</u>
Note 11 : Other Incomes		
Interest	-	607,363.00
	-	607,363.00
	<u>-</u>	<u>607,363.00</u>
Note 12 : Employee Benefit Expenses		
Salary & Bonus	22,000.00	354,000.00
Staff Welfare	-	11,015.00
	22,000.00	365,015.00
	<u>22,000.00</u>	<u>365,015.00</u>
Note 13 : Finance Costs		
Interest Paid	-	471.00
Bank Charges	15,798.77	8,427.00
	15,798.77	8,898.00
	<u>15,798.77</u>	<u>8,898.00</u>
Note 14 : Other Expenses		
Publishing Expenses	61,572.76	60,436.97
Auditor's Remuneration	29,775.00	29,775.00
Postage, Telegram Expenses	1,528.00	29,644.00
Electricity Expenses	20,355.00	52,774.00
Internet charges	7,510.41	25,641.44
Conveyance Charges	-	13,442.00
Custodian Charges	6,741.00	7,292.50
Printing & Stationery	4,490.00	14,481.00
Computer Expenses	11,477.00	2,720.00
Legal & Professional charges	105,624.00	101,124.00
Listing expenses	50,563.00	38,857.00
Loss on Sale of Shares	-	999,000.00
Roc Expenses	2,500.00	1,500.00
Office Expenses	4,610.00	29,017.00
Telephone Expenses	12,414.00	23,336.00
Office Rent	101,124.00	606,744.00
Miscellaneous Expenses	-	491.00
	420,284.17	2,036,275.91
	<u>420,284.17</u>	<u>2,036,275.91</u>

15 :- Notes to Accounts

- a. A) Contingent Liabilities:
- | | | | |
|---|-----|---------------|-----|
| a) Claims against the company not acknowledged as debts | Nil | Previous Year | Nil |
| b) Guarantees to Banks and Financial institutions against credit facilities extended to third parties | Nil | Previous Year | Nil |
| c) Other money for which the company is contingently liable | Nil | Previous Year | Nil |
- B) Commitments :
- | | | | |
|---|-----|---------------|-------|
| i) Uncalled liability on partly paid up shares- | Nil | Previous Year | (Nil) |
| ii) Estimated amount of contracts remaining to be executed on capital accounts- | Nil | Previous Year | (Nil) |
| iii) Other Commitments | Nil | Previous Year | Nil |
- b. In the opinion of Board of Directors & best of their knowledge & belief the provisions of all known liabilities are adequate.
- c. In the opinion of Board of directors, Current Assets, Loans and Advances have a value on realization in the ordinary course of business at least equal to the amount at which they are stated.
- d. None of the employees was in receipt of annual remuneration as prescribed under the provision of Section 217(2A) of the Companies Act, 1956.
- e. CIF value of Imports: NIL Previous Year (Nil)
- f. Earning & Expenditure in Foreign Currency: NIL Previous Year (Nil)
- g. The activities of the company do not involve conservation of energy or absorption of technology.
- h. Payments to Auditor's :
- | | | |
|------------------------|----------------|----------------|
| | 2013-14 | 2012-13 |
| Statutory Audit Fees : | ₹ 29775/- | ₹ 29775/- |
- i. Directors' remuneration: NIL NIL
- j. Amount due to / from the parties are subject to confirmation.
- k. Applying the principles of Accounting Standard – 22 net Deferred Tax assets has emerged. However in the absence of reasonable certainty and convincing evidence of the future taxable income, the same has not been recognized in the accounts
- l. AS per Accounting Standard (AS-20) on Earning Per Share (EPS) issued by the ICAI, the particulars of EPS for the equity shareholders are as below:

Sr. No.	Particulars	Current year 2014	Current year 2013
1	Net Profit (loss) as per P/L A/c	(506828.94)	(1866409.91)
2	Average No. of equity shares used as denominator for calculating EPS	1992000	1992000
3	EPS (Basic & Diluted) (₹)	(0.25)	(0.94)
4	Face value of each equity share (₹)	10	10

m. Related Party Disclosure:

As per Accounting Standard-18 issued by the Institute of Chartered Accountants of India, the Company's related parties and transactions are disclosed below:

(A) Name of related parties and description of relationship:

(1) Key Management Personal:

a) Mr. Praneet Gautam

b) Mr. Venkatraman Chandrashekhar

(B) Transaction entered during the year with related party. NIL

n. As per information available with the company, no amount is due to any Undertaking/ Enterprise covered under the Micro, Small and Medium Enterprise Development Act, 2006.

o. The Company does not have more than one segment in line with the Accounting Standards (AS-17) – Segment Reporting issued by the institute of Chartered Accountant of the India.

p. The figures of the previous years have been regrouped and rearranged wherever it is considered necessary.

As per our report of even date attached

For R. Mahajan & Associates

Chartered Accountants

FRN : 011348N

For and on behalf of the Board of Directors

Ratnesh Mahajan

Partner

M. No. 085484

Place : Mumbai

Date : 29th May, 2014

Praneet Gautam

Director

Venkatraman Chandrashekhar

Director

PRISM MEDICO AND PHARMACY LIMITED

CIN: L51109MH2002PLC206595

Regd Off: E -18, 6th Floor, Everest Building, Tardeo, Mumbai-400034

Tel.: 022-23531504, Fax No.: 022- 2352 0490

Email ID: investorgrievancewmcl@gmail.com

FOR KIND ATTENTION OF MEMBERS

Dear Shareholders,

As per the provisions of Section 88 of the Companies Act, 2013 read with Companies (Management & Administration) Rules, 2014, the Company needs to update its 'Register of Members' to incorporate certain new details, as required under the said provisions. Further, as per the "Green Initiative in the Corporate Governance" initiated by the Ministry of Corporate Affairs (MCA), vide its Circular No. 17/2011 dated 21/04/2011, the Company proposes to send all the notices, documents including Annual Report in electronic form to its members.

We, therefore request you to furnish the following details for updation of Register of Members and enable the Company to send all communication to you through electronic mode:

Folio No.	
Name of the Member	
Father's/Mother's/Spouse's Name	
Address (Registered Office Address in case the Member is a Body Corporate)	
E-mail Id	
PAN or CIN	
UIN (Aadhar Number)	
Occupation	
Residential Status	
Nationality	
In case member is a minor, name of the guardian	
Date of birth of the Member	

Place: _____

Date: _____

Signature of the Member

Kindly submit the above details duly filled in and signed at the appropriate place to the Registrar & Share Transfer Agents of the Company viz. "Purva Sharegistry (India) Private Limited, Unit No. 9, Shiv Shakti Industrial Estate, J.R. Boricha Marg, Opp. Kasturba Hospital Lane, Lower Parel (East), Mumbai – 400 011."

The E-mail ID provided shall be updated subject to successful verification of your signature. The members may receive Annual Reports in physical form free of cost by post by making request for the same.

Thanking you,

For Prism Medico and Pharmacy Limited

**Praneet Gautam
Managing Director**

PRISM MEDICO AND PHARMACY LIMITED

CIN: L51109MH2002PLC206595

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ASSENT/DISSENT FORM FOR VOTING ON AGM RESOLUTIONS

PRISM MEDICO AND PHARMACY LIMITED

CIN: L51109MH2002PLC206595

Regd Off: E -18, 6th Floor, Everest Building, Tardeo, Mumbai-400034

Tel.: 022-23531504, Fax No.: 022- 2352 0490

Email ID: investorgrievancewmcl@gmail.com

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

ANNUAL GENERAL MEETING ON 29TH SEPTEMBER, 2014

Name of the member (s):	
Registered address:	
E-mail Id:	
Folio No. / Client ID / DP ID:	

I/We being a member(s) of Shares of the above named Company hereby appoint:

(1) Name

Address.....

Email Id:..... Signature..... or failing him;

(2) Name

Address.....

Email Id:..... Signature..... or failing him;

(3) Name

Address.....

Email Id:..... Signature.....

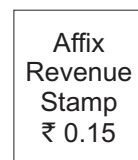
as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 12th Annual General Meeting of the Company to be held on Monday, 29th September, 2014 at 3.30 p.m at E - 18, 6th Floor, Everest Building, Tardeo, Mumbai - 400034 and at any adjournment thereof in respect of such resolutions as are indicated overleaf:

Item No.	Resolutions	Vote (Optional see Note 2) (Please mention no. of share)		
		For	Against	Abstain
	Ordinary Business			
1.	Ordinary Resolution for adoption of Audited Financial Statements for the year ended 31 st March, 2014 and the Reports of the Directors' and the Auditors			
2.	Ordinary Resolution to appoint a Director in the place of Mr. Alok Pathak who retires by rotation and being eligible, offers himself for re-appointment			
3.	Ordinary Resolution to re-appoint M/s. R. Mahajan & Associates., Chartered Accountants, New Delhi (FRN: 011348N) as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting upto the conclusion of next Annual General Meeting and to authorize the Board of Directors to fix their remuneration			
	Special Business :			
4.	Ordinary Resolution for appointment of Mr. Kuldeep Kumar as an Independent Director of the Company to hold office as such upto 17 th August, 2019.			
5.	Ordinary Resolution for appointment of Mr. Jatin Aggarwal as an Independent Director of the Company to hold office as such upto 17 th August, 2019.			
6.	Special Resolution for adoption of new set of Articles of Association of the Company.			

Signed this day of, 2014

Signature of shareholder

Signature of Proxy holder(s)



Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
2. It is optional to indicate your preference. If you leave the for, against or abstain column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deemed appropriate.

PRISM MEDICO AND PHARMACY LIMITED

CIN: L51109MH2002PLC206595

Regd Off: E -18, 6th Floor, Everest Building, Tardeo, Mumbai-400034

Tel.: 022-23531504, Fax No.: 022- 2352 0490

Email ID: investorgrievancewmcl@gmail.com

ATTENDANCE SLIP

ANNUAL GENERAL MEETING ON 29TH SEPTEMBER, 2014

Registered Folio/ DP ID & Client ID	
Name and address of the shareholder(s)	
Joint Holder 1 Joint Holder 2	

I/we hereby record my/our presence at the 12th Annual General Meeting of the Company held at E- 18, 6th Floor, Everest Building, Tardeo, Mumbai - 400034 on Monday, 29th September, 2014 at 3.30 p.m.

.....
Member's/Proxy's name (in Block Letters)

.....
Member's/Proxy's Signature

Note:

1. Please fill in the Folio/DP ID-Client ID No., name and sign this Attendance Slip and hand it over at the Attendance Verification Counter at the **ENTRANCE OF THE MEETING HALL**.
2. Please read the instructions for e-voting given along with Annul Report. The Voting period starts from Monday, 22nd September, 2014 (9.00 a.m.) and ends on Wednesday, 24th September, 2014 (6.00 p.m.). The voting module shall be disabled by CDSL for voting thereafter.

