

FORM A (for audit report with unmodified opinion)

1.	Name of the company	Prism Medico and Pharmacy Limited
2.	Annual financial statements for the year ended	31 st March, 2015
3.	Type of Audit observation	There are no observation in Annual Audit Report
4.	Frequency of observation	Not Applicable
5.	To be signed by-	
	Managing Director	<p>For PRISM MEDICO & PHARMACY LTD. <i>SACHIN SHARMA</i> Director/Authorised Signatory</p> <hr/>
	Auditor of the company	<p><i>[Signature]</i></p>  <hr/>

**Annual
Report
2014-15**

PRISM MEDICO AND PHARMACY LIMITED



Pg No-2

Corporate Information

Mr. Kuldeep Kumar	Independent Director
Mr. Jatin Aggarwal	Independent Director
Mr. Sachin Sharma	Executive Director
Mrs. Charu Pareek	Independent Director

Auditors

M/s R. Mahajan & Associates
Chartered Accountants

Bankers

Union Bank of India
Lower Parel Branch, Mumbai

Registered Office:

23/91, White Bungalow, Yashwant Nagar,
Near Filmistan Studio & Patkar College opposite BMC School,
Goregaon West, Mumbai-400062
Phone : 011-28716329,
Telefax: 011-28716329
Email: investorgrievancewmcl@gmail.com
Website: www.prismmedico.in

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-400011
Tel: 022-23016761
Fax: 022-23012517

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PRISM MEDICO AND PHARMACY LIMITED

Regd office: 23/91, White Bungalow, Yashwant Nagar, Near Filmistan Studio & Patkar College opposite BMC School,
Goregaon West, Mumbai-400062.

CIN : L51109MH2002PLC206595 Email : investorgrievancewmcl@gmail.com

Tel: 022-23531504, Fax: 022-2352 0490

NOTICE is hereby given that the 13th Annual General Meeting of the Members of Prism Medico and Pharmacy Limited will be held on Wednesday the 30th September, 2015 at 03:00 P.M. at 23/91, White Bungalow, Yashwant Nagar, Near Filmistan Studio & Patkar College opposite BMC School, Goregaon West, Mumbai-400062 to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2015, the Profit and Loss Account for the year ended on that date and the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Kuldeep Kumar (DIN: 02805510) who retires by rotation at this meeting and being eligible, offers himself for re-appointment.
3. **Appointment of Auditors**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT M/s R. Mahajan & Associates, Chartered Accountants, New Delhi (FRN: 011348N with the Institute of Chartered Accountants of India) be and is hereby re-appointed as Auditors to hold office from this Annual General Meeting till the conclusion of next Annual General Meeting of the Company at a remuneration to be decided by the Audit/Risk and Compliance Committee of the Board of Directors in consultation with the Auditors.

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 pursuant to the provisions of section 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Sachin Sharma (DIN : 05281526), who was appointed as an Additional Director on 28th October, 2014 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who qualifies for being appointed as an Independent Director be and is hereby appointed as an Independent Director of the Company.

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with schedule V to the Act and the Rules made thereunder, as amended from time to time, the Company hereby approves the appointment and terms of remuneration of Mr. Sachin Sharma (DIN: 05281526) as the Executive Director of the Company for the period of five years from 28th October, 2014 till 27th October, 2019.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

5. To consider and if, thought fit to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of section 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mrs Charu Pareek (DIN :07190709), who was appointed as an Additional Director on 29th May, 2015 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who qualifies for being appointed as an Independent Director be and is hereby appointed as an Independent Director of the Company and is liable to retire by rotation."

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

Registered Office :
23/91, White Bungalow,
Yashwant Nagar,
Near Filmistan Studio & Patkar College
opposite BMC School,
Goregaon West, Mumbai-400062.
CIN :L51109MH2002PLC206595
Place: Mumbai
Date: 2nd September, 2015

sd/-
Director

NOTES :

1. A Member entitled to attend and vote at the Annual General Meeting (AGM) may appoint a proxy to attend and vote on his behalf. A proxy need not to be a Member of the Company.

2. The proxy form to be valid and effective, should be lodged with the Company at its Registered Office, duly completed and signed not less than 48 hours before the commencement of the AGM.
3. Pursuant to provisions of Section 105 of the Companies Act, 2013, read with the applicable rules thereon, a person can act as a proxy on behalf of 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, may appoint a single person as proxy, who shall not act as a proxy for any other member.
4. Corporate Members intending to send their authorised representative to attend the AGM are requested to send to the Company a certified copy of the Board resolution authorising their representative to attend and vote on their behalf at the AGM.
5. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
6. Explanatory statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at this AGM is annexed.
7. Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
8. The Register of Members and the Share Transfer books of the Company will remain closed from 25th September, 2015 to 30th September, 2015 (both days inclusive).
9. In accordance with the provisions of Section 101 of the Companies Act, 2013 read with Rule 18 of the Companies (Management and Administration) Rules, 2014, this notice and the Annual Report of the Company for the financial year 2014-15 are being sent by e-mail to those who have registered their e-mail address with the Company (in respect of shares held in physical form) or with their DP (in respect of shares held in electronic form) and made available to the Company by the Depositories.

The Company requested those Members who have not yet registered their e-mail address, to register the same directly with their DP, in case shares are held in electronic form and to the Company, in case shares are held in physical form

10. In terms of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide member facility to exercise their right to vote by electronic means, as an alternative to vote physically at the Annual General Meeting (AGM) and the business may be transacted through e-Voting Services provided by Central Depository Services Limited. Members holding shares in physical form are requested to notify / send the following at the registered office to facilitate better service. Any change in the address mandate. Share Certificate(s) held in multiple accounts in identical names or joint account in the same order of names for consolidation of such shareholdings into one account.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or the Registrar.
12. Members may also note that the Notice of the 13th Annual General Meeting and the Annual Report for 2014-15. The physical copies of the aforesaid documents will also be available at the Company's Registered Office at 23/91, White Bungalow, Yashwant Nagar, Near Filmistan Studio & Patkar College opposite BMC School, Goregaon West, Mumbai-400062 for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: investorgrievancewmcl@gmail.com.
13. 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 2015-16.
14. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the registered office of the Company during business hours except on holidays, up to and including the date of the Annual General Meeting of the Company.

15. Voting through electronic means and remote e-voting

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote at the 13th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Ltd.

E-Voting : In compliance with Section 108 of the Companies Act, 2013 and Rule 20, chapter 7 thereunder, the Company is also required to conduct the voting process electronically. The business to be transacted at the Annual General Meeting may be transacted through electronic means. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (remote e-voting) will be provided by Central Depository Services Limited (CDSL)

PROCESS FOR E-VOTING:

The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again

- (a) E-voting period will commence from 25th Sept 2015 at 10 a.m. and will end on 29th Sept, 2015 at 5.00 p.m.

- (b) If you are holding shares in Demat form and have already voted earlier on www.evotingindia.com for a voting of any Company, then your existing login id and password are to be used. If you are a first time user follow the steps given below.
- (c) Click on "Shareholders" tab to cast your votes
- (d) Now, fill up the following details in the appropriate boxes:

	For Members holding shares in Demat Form	For Members holding shares in Physical Form
User ID	For NSDL: 8 Character DP ID followed by 8 Digits Client ID For CDSL: 16 digits beneficiary ID	Folio Number registered with the Company
PAN* or	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department when prompted by the system while e-voting (applicable for both demat shareholders as well as physical shareholders)	
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.	
Captcha	Enter the Verification code for security reasons i.e please enter the alphabets and number in the exact way as they are displayed.	

Log on to the e-voting website www.evotingindia.com.

Now, select the Electronic Voting Sequence Number - "EVSN" along with "Prism Medico and Pharmacy Limited" from the drop down menu and click on "SUBMIT"

Please enter any one of the details in order to login. In case either of the details are not recorded with the depository please enter the Number of shares held by you as on 23th September, 2015.

- (i) After entering these details appropriately, click on "SUBMIT" tab.
- (ii) Members holding shares in physical form will then reach directly the EVSN selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions 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.
- (iii) For members holding shares in Physical form the details can be used only for E- Voting on the resolution contained in the notice.
- (iv) Click on the relevant EVSN on which you choose to vote.
- (v) On the voting page, you will see Resolution Description and against the same the option "FOR/AGAINST/ABSTAIN" for voting. Select the option FOR or AGAINST OR ABSTAIN as desired. The option FOR implies that you assent to the Resolution and option AGAINST implies that you dissent to the Resolution.
- (vi) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- (vii) 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.
- (viii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (ix) You can also take out print out voting done by you by clicking on "click here to print" option on the voting page.
- (x) If Demat Account holder has forgotten the changed password then enter the user ID and Captcha code and click on forget password
- (xi) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates. After receiving the login details they have to link the account(s) which they wish to vote on and then 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.
- (xii) In case you have any queries or issues regarding e-voting, please contact the Company or Registrar & Share Transfer Agent or send mail to helpdesk.evoting@cdslindia.com or
- g) Voting, can be exercised only by the shareholder or his/her duly constituted attorney or, in case of bodies corporate, the duly authorized person.
- h) The remote e-voting period commences on Friday, September 25th, 2015 and end on Tuesday 29th September, 2015 (5.00p m). During this period, member(s) of the Company, holding shares either in physical form or in dematerialised form, as on the cut off date i.e Wednesday, 23rd September, 2015 may cast their vote by remote e-voting. The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be disabled by CDSL upon expiry of aforesaid period.
- i) Once the vote is casted by the member by remote e-voting he/she shall not be allowed to change it subsequently or cast the vote again.
- j) The Board of Directors has appointed Mr. Sumit Siwal, Practicing Chartered Accountant as the Scrutinizer for conducting this E-Voting Process in a fair and transparent manner.
- k) The poll process shall be conducted and a report thereon shall be prepared in accordance with Section 109 of the Companies Act,

2013 read with the relevant rules made thereunder. In such an event votes cast under poll taken together with the vote cast through remote e-voting shall be counted for the purpose of passing of resolution(s).

- l) The scrutinizer, after scrutinizing the votes cast at the meeting and through remote e-voting will not later than forty eight(48) hours of conclusion of the Meeting make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website www.prismmedico.in and on the website of CDSL. The results shall be simultaneously be communicated to the Stock Exchange.
- m) Subject to receipt of sufficient votes, the resolution(s) shall be deemed to be passed at the 13th Meeting of the Company scheduled to be held on 30th September, 2015.
16. Pursuant to Clause 49 of the Listing Agreement , the brief profile of Directors eligible for re-appointment vide item no. 2 is as follows:

Particular	Mr. Kuldeep Kumar
Date of Birth	22/03/1972
DIN No.	02805510
Qualification	Graduate
Expertise in Specific functional area	Marketing
No. of Shares held in the Company	NIL
List of Directorship in other Companies	None
Relationship with other Directors	None

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4

Mrs. Charu Pareek is a graduate having rich experience and expertise of 10 years of business. Company has received Notice in writing from Mrs. Charu Pareek proposing her candidature for the office of Independent Director of the Company. Board recommend the passing of the resolution. Except, Mrs. Charu Pareek, none of the Directors or Key Managerial Personnel is interested in the said resolution.

Item No. 5

Mr. Sachin Sharma is a graduate having an experience of 15 years of business. Mr. Sachin Sharma has been appointed as an Additional Director of the Company on 28th October, 2014. Company has received Notice in writing from Mr. Sachin Sharma proposing his candidature for the office of Independent Director of the Company.

Pursuant to the provisions of Section 149 & Section 203 and other applicable provisions of the Companies Act, 2013 with respect to appointment and tenure of the Mr. Sachin Sharma, who is appointed as Executive Director of the Company for a period of five years from 28th October, 2014 till 27th October, 2019.

Salary as decided by Nomination & Remuneration Committee.

Perquisites and allowances:-

- Medical Reimbursement- Reimbursement of actual medical expenses incurred in India and/or abroad including hospitalization, nursing home and surgical charges for self and family.
- Conveyance- The Company shall provide fully insured car and reimbursement of the operational expenses, for discharge of official responsibilities by the Director
- Telephone, Telefax and other communication facilities- The Company shall provide/ reimburse expenses in respect of cellular phone (with handset) for his use, and one cable internet connection and other communication facilities at the Director's residence.

Board recommend the passing of the resolution. Except, Mr. Sachin Sharma, none of the Directors or Key Managerial Personnel is interested in the said resolution.

This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchange.

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

Registered Office :
23/91, White Bungalow,
Yashwant Nagar,
Near Filmistan Studio & Patkar College
opposite BMC School,
Goregaon West, Mumbai-400062.
CIN :L51109MH2002PLC206595
Place: Mumbai
Date: 2nd September, 2015

sd/-
Director

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Business Environment

In India, the formation of a stable government with a strong electoral mandate in May, 2014 led to an improvement in market sentiment. There was recovery in key economic parameters during the year. Economic growth improved, inflation moderated, the current account deficit and exchange rates remained stable and interest rates came down during the year. The corporate investment cycle continued to remain subdued; the focus remained on working towards cash flow generation from existing projects and addressing profitability and liquidity challenges in the corporate and SME sectors. The government has taken several steps to improve the operating environment and also announced several reforms. These measures are expected to positively influence economic conditions going forward.

Segment-wise performance of the Company

The Company is a Non Banking Finance Company (NBFC). It is engaged in the business of financing which is the only segment in the Company. Hence, the results for the year under review pertain to only financing activity.

Opportunities

Non-Banking Finance Companies (NBFCs) continue to play a critical role in making financial Services accessible to a wider set of India's population and are emerging as strong intermediaries in the retail finance space. Going forward, one should expect NBFCs to further Strengthen their presence in retail finance and grow at a reasonably healthy pace.

Threats

The biggest challenge before NBFCs is that they are facing stiff competition from banks and financial institutions, due to their ability to raise low cost funds which enables them to provide funds at much cheaper rate. More stringent capital adequacy norms have been stipulated by RBI for NBFCs which is making difficult for them to give cheaper finance. Ever-increasing competition from commercial counterparts whose capacity to absorb losses is higher, counter-party failures, recommendations being made to increase the purview of monitoring by regulatory authorities increase the threat of losing the essence of Non-banking Finance Companies which are specifically designed to reach out and finance certain target groups.

Future Strategies

NBFCs have proven their mettle in many other specialized financial services such as factoring, lease finance, venture capital finance,

financing road transport and also in the business of securities-based lending such as Loan against Shares, Margin Funding, IPO Financing, Promoter Funding etc. They have also been providing a major boost to Micro, Small and Medium enterprises and other avenues where banks exercise cautious lending. All the above factors further emphasize the potential and opportunities in store for NBFCs and the regulations when designed to provide the right environment, provides impetus to the growth of the sector.

Business Overview financial performance

Your company is a small sized, BSE listed, Non Banking Financial Company (NBFC).

Human Resources

Over the years, the Human Resource function has focused on building a meritocratic culture where high performance is suitably rewarded and our strong belief in people being key differentiators has helped us in achieving business objectives with a stable middle and top management team. This year we focused on creating synergies within the organisation at all levels. Group wide employee engagement activities, strong and robust performance management system, reward and recognition programs to boost employee morale, celebrate successes and retain employees have been the key delivery areas. Governance across management levels including the Boards of our subsidiaries has also been an area of unwavering focus.

The Company always considers its human resources as a valuable asset and is committed towards their development for continuous growth. Focus on training to enhance the skill-sets of employees in line with the business and market requirements continued throughout the year and it confers rewards and recognition based on merit. The employee relations have continued to be harmonious throughout the year. The Company has four permanent employees as on 31st March 2015.

Cautionary Statement

Statements in the Management Discussion and Analysis Report describing the Company's objectives, projections, estimates, expectations or predictions may be "forward looking statements" within the meaning of the applicable laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could influence the Company's operations include economic and political conditions in which the Company operates, interest rate fluctuations, changes in Government / RBI regulations, Tax laws, Other statutes and incidental factors.

DIRECTOR'S REPORT

To
The Members,

Your Directors are pleased to present the 13th Annual Report of your Company together with the Audited Statement of Accounts and the Auditors' Report of your Company for the financial year ended 31st March, 2015. The summarized financial results for the year ended 31st March, 2015 are as under:

Financial Results

(Rs. In Lacs)

Particular	For the financial year ended 31st March, 2015 Amount in Rs.	For the financial year ended, 31st March, 2014 Amount in Rs.
Total Revenue	5.53	-
Less: Total Expenditure	6.44	5.07
Profit/(Loss) before Tax	(0.91)	(5.07)
Less: Provision for Taxation	-	-
- Income Tax	-	-
- Deferred Tax	-	-
Profit/ (Loss) after Tax	(0.91)	(5.07)
Balance of Profit/(Loss) as per last Balance Sheet	(34.70)	(29.63)
Balance of Profit/(Loss) carried to Balance Sheet	(35.61)	(34.70)

Review of Operation

Revenue for the current year is Rs 5.53 Lacs. Your Company suffered loss of Rs. 0.91 Lacs during the year under report. Your Directors expect better performance & recovery of losses in the coming financial years.

Share Capital

During the year under review, the Company has not allotted any shares. The share capital stood at same as it was earlier.

Dividend

Company suffered loss due to which no dividend was declared by your Directors for the financial year 2014-15.

Directors

The Board of Directors consists of Executive and Non-Executive directors including Independent directors who have wide and varied experience in different disciplines of Corporate functioning.

During the year under review, Mrs Charu Pareek was appointed as additional Director w.e.f 29th May, 2015, under Section 149(1) of the Companies Act, 2013, who holds the office upto the ensuing Annual General Meeting and being eligible offer herself for appointment. Your Directors recommend her appointment.

Mr. Kuldeep Kumar, Director is liable to retire by rotation at the ensuing Annual General Meeting of the Company and being eligible, offers himself for re-appointment. Your Director recommend for his re-appointment.

The independent Directors have confirmed and declared that they are not disqualified to act as an Independent Director in compliance with the provisions of Section 149 of the Companies Act, 2013 and the Board is also of the opinion that the Independent Director fulfil all the conditions specified in the Companies Act, 2013 making them eligible to act as Independent Director.

Corporate Governance

Your Company has fully complied with the requirements and

disclosures that have to be made under code of Corporate Governance as required under clause 49 of the Listing agreement entered into with Bombay Stock Exchange Limited (BSE).

Being a listed Company necessary measures are taken to comply with the Listing Agreements with the Stock Exchanges. A report on Corporate Governance, along with a Certificate of Compliance from the Statutory Auditors, forms part of this.

Management Discussion and Analysis

The Management Discussion and Analysis is presented in a separate section, which forms part of the Annual Report.

Directors' Responsibility Statement

Pursuant to Section 134(5) of the Companies Act, 2013 the Board of Directors of the Company confirms that-

1. In preparation of the Annual Accounts for the year ended 31st March, 2015, the applicable accounting standards have been followed.
2. The Directors had 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 at the end of the financial year and of the profit or loss of the company for that period.
3. The Directors had 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 and for preventing and detecting fraud and other irregularities.
4. The Directors had prepared the Annual Accounts on a going concern basis.
5. The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively

Disclosures under Section 134(3)(L) of the Companies Act, 2013

Except as disclosed elsewhere in this report, there have been no material changes and commitments which can affect the financial position of the Company occurred between the end of the financial year of the Company and date of this report.

Transfer to Reserves in terms of Section 134(3)(j) of the Companies Act, 2013

For the financial year ended 31st March, 2015, the Company had not transferred any sum to its Reserves as it suffered loss during the year.

Transfer to the Investor Education and Protection Fund

In terms of Section 125 of the Companies Act, 2013, no unclaimed dividend in relation to any financial year is due for remittance to the Investor Education and Protection Fund established by the Central Government.

Particulars of Employees

There is no employee in the Company whose particulars are required to be given under the provisions of section 197(12) of the Companies Act, 2013 read with the (Particulars of Employees) Rules, 1975, as amended.

Statutory Auditors

Comments of the Auditors in their report and the notes forming part of the Accounts, are self explanatory and need no comments.

As per the provisions of the Companies Act, 2013, M/s R. Mahajan & Associates, Chartered Accountants, hold office as Statutory Auditors of your Company till the conclusion of the 14th Annual General Meeting and are eligible for reappointment for the second year of the term of one year as mention in Section 139(2) of the Companies Act, 2013. Your Company received a certificate from M/s R. Mahajan & Associates, Chartered Accountants, as required under Section 141 of the Companies Act, 2013, to effect that their reappointment, if made, will be within the limits as prescribed under the provisions thereof.

You are requested to appoint them as Statutory Auditors from the conclusion of this Annual General Meeting upto the conclusion of 14th Annual General Meeting.

Disclosure of Board Report as per Secretarial Standards

The Company has appointed M/s Mayank Bhartiya & Co., Company Secretaries to hold the office of Secretarial Auditors and to conduct the Secretarial Audit and the Secretarial Audit Report for the Financial Year ended 31st March, 2015 is being attached with the Director's Report as Annexure-B which is self explanatory and needs no comments.

Extract of Annual Return Section 92(3) of Companies Act, 2013

The Extracts of the Annual Return for the year 2014-15 being attached with the Directors Report as Annexure –C.

Number of Board Meetings Section 173(1) of Companies Act, 2013

The Board met 12 (Twelve) times during the financial year 2014-15, Board Meeting were held as follows:

29th May, 2014, 12th August, 2014, 18h August, 2014, 22nd August, 2014, 5th September, 2014, 13th October, 2014, 28th October, 2014, 14th November, 2014, ,19th November, 2014, 11th December, 2014 , 30th January, 2015, 16th March, 2015.

Declaration by Independent Director

The Independent directors have submitted their disclosure to the Board that they fulfil all the requirements to qualify for their appointment as an independent Director under the provisions of the Companies Act, 2013 as well as clause 49 of the Listing Agreement.

Board Evaluation

Pursuant to the provision of Companies Act, 2013 and Clause 49 of the Listing Agreement, Independent Directors at their meeting without the participation of the Non-Independent Directors and Management, considered / evaluated the Board's performance including the Chairman.

The Board subsequently evaluated its own performance, the working of its Committees (Audit, Nomination and Remuneration and Stakeholders Relationship Committee) and independent Directors (without participation of the relevant Director).

The criteria for performance evaluation have been detailed in the Corporate Governance Report attached to this report.

Related Party Transactions:

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

Mr. Kuldeep Kumar

Mr. Jatin Aggarwal

Mr. Sachin Sharma

The transactions entered into with the related party during the financial Year were at arm's Length basis and were in the ordinary course of business.

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 134 of the Companies Act, 2013.

Internal Auditors

The Company has a proper internal control system commensurate with the size, scale and complexity of its operation. To maintain the objectivity and independence, the internal audit team reports to the Chairman of the Audit committee of the Board. Mr. Suneel Kumar having membership No. 527218 has been appointed as the internal auditor of the Company w.e.f 1st April, 2015

Risk Management Policy

Pursuant to the provision of Section 134(3)(n) of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Company has constituted a business risk management committee. To address these business risks in a comprehensive manner, each risk is mapped to the concerned department for further action. Based on this framework, the Company has set in place procedures to periodically place before the board the risk assessment and minimization procedures being followed by the Company.

Nomination/Remuneration Committee

The Nomination and Remuneration has been constituted with 3 (Three) Executive & Non- Executive Directors. During the year one meeting has been held. The key area of Committee has been detailed in Corporate Governance Report.

Public Deposits

During 2014-15, your Company did not invite or accept any deposits within the meaning of Section 76 of the Companies Act, 2013 and the rules made there under.

Personnel

None of the employees of the Company were in receipt of the prescribed remuneration and as such, the list of employees as required under Section 197 (12) of the Companies Act, 2013 is not enclosed.

The Management's relationship with employees was cordial during the year under review.

Change of Address Registered Office of the Company

The Board of Directors of the Company in their meeting held on September 2, 2015 have approved the change of registered office

from E-18, 6th Floor, Everest Building, Tardeo, Mumbai - 400 034 to 23/91, White Bungalow, Yashwant Nagar, Near Filmistan Studio & Parkar College, Opposite BMC School, Goregaon West, Mumbai - 400 062.

Acknowledgements

Your Directors place on record their gratitude for the continuing support of Shareholders, bankers and Business associates at all levels.

For and on behalf of the Board

Sachin Sharma
Director
(DIN: 05281526)

Kuldeep Kumar
Director
(DIN:02805510)

Date: 2nd September, 2015
Place: Mumbai

ANNEXURE-B

FORM NO. MR-3

Secretarial Audit Report

For The Financial Year Ended 31st March 2015

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014

To,
The Members
Prism Medico and Pharmacy Limited
CIN: L51909DL1991PLC045084

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Prism Medico and Pharmacy Limited. (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year 1st April 2014 to 31st March 2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by Company for the financial year ended on 31st March 2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;- Not applicable since no ESOPs or ESPs are issued
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt securities) Regulations, 2008; - Not applicable since no Debt securities are issued.

- f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and Dealing with client;-Not applicable since the Company is not a Registrar and Share transfer agent.
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009- Not applicable since the Company has not applied for delisting; and
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998- Not applicable since the Company has not bought back any securities;
- (vi) The Company has identified the following laws as specifically applicable to the Company:
- a) Payment of Wages Act, 1936, and rules made thereunder.
 - b) The Employee's Provident Fund and Miscellaneous Provisions Act, 1952 and rules made thereunder
 - c) The Company is a "loan Company" engaged in the business of Non Banking Financial Institution as defined in Section 45I (a) of the Reserve Bank of India Act, 1934.

I have also examined compliance with the applicable clauses of the Listing Agreements entered into by the Company with the Bombay Stock Exchange Limited (BSE).

I have also reviewed and examined whether adequate systems and processes are in place to monitor and ensure compliance with general laws like labour laws and environmental laws and report that the system are in place.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc mentioned above subject to the following observations/ qualifications.

I further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Director. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were send at least seven days in advance, and a system exists for seeking and obtaining further information and clarification on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through and based on the information given by the Company, I report that there were no instances of any dissenting members views being recorded or captured as a part of the minutes.

I further report that, based on the compliance mechanism at the Company and based on the quarterly compliance report of the management to the Board, there are adequate systems and processes in the Company commensurate with the size

and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines and the Company has responded to notices, demands, claims, penalties etc. levied by various statutory/regulatory authorities and initiated necessary corrective actions.

I further report that during the audit period, there are no specific events/actions having a major bearing on the Company's affairs in pursuance of the laws, rules, regulations, guidelines etc., referred to above.

Mayank Bhartiya & Co.
Company Secretary in Practice
CP NO.: 12082

Place: Mumbai

Date : 2nd September, 2015

To,

The Members of

Prism Medico & Pharmacy Limited

My Secretarial Audit Report of even date is to be read along with this letter.

1. The maintenance of Secretarial records is the responsibility of the management of the Company. Further, the Company is also responsible for devising proper systems and processes to ensure the compliance of the various statutory requirements and Governance systems
2. It is the responsibility of the management of the Company to ensure that the system and processes devised are operating effectively and efficiently.

3. My responsibility is to express an opinion on these secretarial records based on my audit.
4. I have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. I believe that the process and practices followed provide a reasonable basis for my opinion.
5. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company and hence unable to comment on the compliance with the fiscal laws.
6. Wherever required, I have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.
7. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. My examination was limited to the verification of procedure on test basis.
8. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with the management has conducted the affairs of the Company.

Mayank Bhartiya & Co.
Company Secretary in Practice
CP NO.: 12082

Place: Mumbai

Date : 2nd September, 2015

ANNEXURE-C

FORM NO. MGT-9

Extract of Annual Return as on the Financial year ended on 31st March 2015

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS :

i. CIN	L51109MH2002PLC206595
ii. Registration Date	22.03.2002
iii. Name of the Company	Prism Medico and Pharmacy Limited
iv. Category/Sub-Category of the Company	Public Company
v. Address of the Registered office and	23/91, White Bungalow, Yashwant Nagar, contact details Goregaon West, Mumbai-400062 Near Filmistan Studio & Patkar College opposite BMC School
vi. Whether listed Company	Yes
vii. Name, Address and Contact details of Registrar and Transfer Agent, if any	Purva Sharegistry (India) Pvt. Ltd Unit No. 9, Shiv Industrial Estate, J.R. Boricha Marg, Opp. Kasturba Hospital Lane, Lower Parel (East), Mumbai-400011 Ph No. 022-23016761, Fax No.022-23012517

II. PRINCIPLE BUSINESS ACTIVITY OF THE COMPANY

Sr. No.	Name and Description of main Products/ Services	NIC Code of the Product/ Services	% to total turnover of the Company
1.	Non Banking Financial Activity	99711	100%

SHAREHOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)

Category of Shareholders	No. of Shares held at the beginning of year				No. of Shares held at the end of the year			
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares
(A) Shareholding of Promoter and Promoter Group								
(1) Indian								
(a) Individual / Hindu Undivided Family*	136533	-	136533	6.85	33433	-	33433	1.68
(b) Central Government/ State Government(s)								
(c) Bodies Corporate**	-	-	-	-	-	-	-	-
(d) Financial Institutions / Banks								
(e) Any other (specify) (PAC) Directors & their Relatives								
Sub-Total (A)(1)	136533	-	136533	6.85	33433	-	33433	1.68
(2) Foreign								
(a) Individuals (Non Resident Individuals/Foreign Individuals)								
(b) Bodies Corporate								
(c) Institution								
(d) Any other: Directors & their Relatives, Societies, Partnership Firms								
Sub-Total (A) (2)								
Total Shareholding of Promoter and Promoter Group (A)	136533	-	136533	6.85	33433	-	33433	1.68
(B) Public Shareholding								
(1) Institution								
(a) Mutual Funds / UTI	-	-	-		-	-	-	
(b) Financial Institutions/ Banks	-	-	-		-	-	-	

Category of Shareholders	No. of Shares held at the beginning of year				No. of Shares held at the end of the year			
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares
(c) Central Government/ State Government(s)								
(d) Venture Capital Funds								
(e) Insurance Companies								
(f) Foreign Institutional Investors	-	-	-		-	-	-	
(g) Foreign Venture Capital Investors								
(h) Any other (specify) Foreign Fin Inst. Foreign Mut. Fund, F.F.I / Banks								
Sub-Total (B) (1)	-	-	-	-	-	-	-	-
(2) Non-institutions								
(a) Bodies Corporate	282911	-	282911	14.20	485870	-	485870	24.39
(b) Individuals -								
(i) Individual shareholders holding nominal share capital upto Rs.1 Lakh.	264736	15	264751	13.29	647568	15	647583	32.52
(ii) Individual shareholders holding nominal Share Capital in excess of Rs. 1 Lakh	1123982	-	1123982	56.43	725732	-	725732	36.43
(c) Any other (specify) Clearing Member Foreign Body Corporate	1726	1726	0.09		49096		49096	2.46
Trust	-	-	-	0.00	-	-	-	0.00
NRI's	0	0		0.00		0	0	0.00
OCB's	19000	-	19000	0.95	1011	-	1011	0.05
HUF	-	-	0.00		-	-	-	0.00
Sub-Total (B) (2)	163097		163097	8.19	49275		49275	2.47
Sub-Total (B) (2)	1855452	15	1855467	93.15	1958552	15	1958567	98.32
Total Public Shareholding (B) = (B) (1) + (B) (2)	1855452	15	1855467	93.15	1958552	15	1958567	98.32
TOTAL = (A) + (B)	1991985	15	1992000	100.00	1991985	15	1992000	100.00
(C) Shares held by custodians and against which Depository Receipts have been issued								
1 Promoter and								
2 Public								
GRAND TOTAL (A)+(B)+(C)	1991985	15	1992000	100.00	1991985	15	1992000	100.00

(i) SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Sl. No.	Particulars of each Director & KMP	Holding as on 01.04.2014		Cumulative holding during the year	
		No. of Shares	% of total shares	No. of Shares	% of total shares
1	PRANEET GAUTAM (DIN:6560319) (Resigned on 29/10/2014)				
	At the beginning of the year	0	0	0	0
	Increase/ Decrease during the year	0	0	0	0
	At the End of the year	0	0	0	0
2.	MADHULIKA GAUTAM (DIN-03619093) (Resigned on 18/08/2014)				
	At the beginning of the year	0	0	0	0
	Increase/ Decrease during the year	0	0	0	0
	At the End of the year	0	0	0	0

Sl. No.	Particulars of each Director & KMP	Holding as on 01.04.2014		Cumulative holding during the year	
		No. of Shares	% of total shares	No. of Shares	% of total shares
3.	VENKATRAMAN CHANDRASHEKAR (DIN-03121902) (Resigned on 15/07/2014)				
	At the beginning of the year	0	0	0	0
	Increase/ Decrease during the year	0	0	0	0
	At the End of the year	0	0	0	0
4.	ALOK PATHAK(DIN-01328197) (Resigned on 09/09/2014)				
	At the beginning of the year	0	0	0	0
	Increase/ Decrease during the year	0	0	0	0
	At the End of the year	0	0	0	0
5.	SACHIN SHARMA (DIN-05281526)				
	At the beginning of the year	0	0	0	0
	Increase/ Decrease during the year	0	0	0	0
	At the End of the year	0	0	0	0
6.	KULDEEP KUMAR(DIN-02805510)				
	At the beginning of the year	0	0	0	0
	Increase/ Decrease during the year	0	0	0	0
	At the End of the year	0	0	0	0
7.	JATIN AGGARWAL(DIN-03008793)				
	At the beginning of the year	0	0	0	0
	Increase/ Decrease during the year	0	0	0	0
	At the End of the year	0	0	0	0
8.	CHARU PAREEK(DIN-07190709)				
	At the beginning of the year	0	0	0	0
	Increase/ Decrease during the year	0	0	0	0
	At the End of the year	0	0	0	0

V. **Indebtedness of the Company including interest outstanding / accrued but not due for payment**

	Secured Loans excluding deposits	Unsecured Loans	Total Indebtedness
Indebtedness at the beginning of the Financial year	0	0	0
i) Principal Amount	0	0	0
ii) Interest due but not paid	0	0	0
iii) Interest accrued but not due	0	0	0
Total (I + ii+iii)	0	0	0
Change in indebtedness during the financial year	0	0	0
- Addition	0	0	0
- Reduction	0	0	0
Net Change	0	0	0
Indebtedness at the end of the financial year	0	0	0
a) Principal Amount	0	0	0
ii) Interest due but not paid	0	0	0
iii) Interest accrued but not due	0	0	0
Total (I +ii+iii)	0	0	0

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and / or Manager (Rs. In Lakhs)

Sl. No.	Particulars of Remuneration	Name of MD / WTD/ Manager		Total Amount
		Mr. Sachin Sharma	Mr. Praneet Gautam	
1.	Gross Salary			
a)	Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	0.00	0.00	0.00
b)	Value of perquisites u/s 17(2) of Income Tax Act, 1961			
c)	Profit in lieu of salary under section 17(3) of Income Tax Act, 1961			
2	Stock Option			
3	Sweat Equity			
4	Commission			
	- As % of Profit			
	- Others, specify			
5	Others :Medical ReimbursementLeave Travel Allowance			
	Total (A)	0.00	0.00	0.00
	Ceiling as per the Act			

REMUNERATION TO OTHER DIRECTORS

B. Independent Directors

NAME OF THE DIRECTOR	Fee for Attending Board / Committee meetings	Commission	Others	Total
Mr. Kuldeep Kumar	-	-	-	-
Mr. Jatin Aggarwal	-	-	-	-
Mrs. Charu Pareek	-	-	-	-

CERTIFICATION BY CHIEF EXECUTIVE OFFICER (CEO)/CHIEF FINANCIAL OFFICER (CFO)

To,

**The Board of Directors,
Prism Medico and Pharmacy Limited**

We, Sachin Sharma, Director and Kuldeep Kumar of Prism Medico and Pharmacy Limited, both certify that we have reviewed the financial statement of the Company for the period ended 31st March, 2015.

1. The statements do not contain materially untrue and misleading statements; the statements present a true and fair view of the Company's affairs; they were made in accordance with the accounting standards and applicable laws and regulations.
2. There were no fraudulent or illegal transactions.
3. For the purpose of financial reporting, we accept the responsibility for establishing and maintaining internal controls which were monitored by the Company's internal controls. We reported to the Auditors and the Audit Committee about the deficiencies, if any, in the internal controls.
4. We have indicated to the Auditors and the Audit Committee, significant changes in the internal controls and accounting policies. There were no instances of fraud, of which we were aware during the period.

For Prism Medico and Pharmacy Limited

Sachin Sharma
(DIN : 05281526)

Kuldeep Kumar
(DIN: 02805510)

REPORT ON CORPORATE GOVERNANCE

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Company recognizes the importance of good Corporate Governance, which is a tool for building a strong and everlasting beneficial relationship with the customers, suppliers, bankers and more importantly with the investors. The Company believes that its key decisions must serve the underlying goals of enhancing shareholders value over a sustained period of time and achieving the definite and measurable performance targets.

Your Company is committed to good Corporate Governance, based on an effective Board, separation of supervisory role from the executive management and the constitution of Committees to oversee critical areas thus upholding the standards practically at every sphere ranging from action plan to performance measurement and consumer satisfaction. Transparency, fairness, disclosure and accountability are the main thrust.

We consider it as our responsibility to disclose timely and accurate disclosure on all material matters including the financial situation, performance and governance of the Company.

Your Company has adopted practices mandated in Clause 49 of Listing Agreement with the Stock Exchange and has established procedures and systems to be fully compliant with the Agreement.

2. BOARD OF DIRECTORS

- a. **Composition of Board of Directors:** As on 31st March, 2015 Your Company Board comprises of Four (4) Directors out of which 3 are Independent / Non-Executive Director out of which one is women director.

Sl. No	Name of Directors	Category of directorship	Basic Salary	Sitting fee paid	Commission
1.	Mr. Kuldeep Kumar	Independent / Non-Executive Director	-	-	-
2.	Mr. Jatin Aggarwal	Independent / Non-Executive Director	-	-	-
3.	Mrs. Charu Pareek	Independent / Non-Executive Director	-	-	-
4.	Mr. Sachin Sharma	Executive Director	-	-	-

- b. **Number of Board meetings and dates:** During the financial year 2014-15, 12 Board Meetings were held were as follows:

29th May, 2014, 12th August, 2014, 18h August, 2014, 22nd August, 2014, 5th September, 2014, 13th October, 2014, 28th October, 2014, 14th November, 2014, ,19th November, 2014, 11th December, 2014 , 30h January, 2015, 16th March, 2015.

Attendance of Directors at the Board meeting and last Annual General Meeting and number of other directorship and Committee membership as on 31st March, 2015 :-

Sl. No.	Name of Directors	Category of directorship	Number of other directorship held	Number of Board meetings	Number of Board meetings attended	Attendance at the last AGM
1.	Mr. Kuldeep Kumar	Independent / Non-Executive Director	Nil	12	11	Yes
2.	Mr. Jatin Aggarwal	Independent / Non-Executive Director	1	12	10	Yes
3.	Mrs. Charu Pareek	Independent / Non-Executive Director	Nil	8	-	No
4.	Mr. Sachin Sharma	Executive Director	1	12	5	No

- c. **Code of Conduct:**

The Company has adopted a code of conduct for the Board of Directors and the its designated employees of the Company. The code is regularly reviewed and updated as necessary to ensure that it reflects the highest standard of behaviour and professionalism. It is available on Company's website www.prismmedico.in

- d. **Code of Conduct for prohibition of insider trading :**

Your Company has adopted a Code of conduct as per Securities and Exchange Board of India(SEBI)(Prohibition of Insider Trading) Regulation, 1992. All Directors, Designated Employees who could have access to the Unpublished Price Sensitive Information of the Company are governed by the Code. During the year under review, there has been due compliance with SEBI (Prohibition of Insider Trading) Regulations, 1992.

Independent Directors :

Your Company appointed Independent Directors who are having expertise/ experience in their respective field or profession. None of the Independent Directors are promoters or related to promoters of the Company. They do not have any pecuniary relationship with the Company and further do not hold two percent or more of the total voting power of the Company.

All Independent Directors maintain their limits of directorships as required under clause 49 of the Listing Agreement.

Performance Evaluation of Directors :

Pursuant to the provisions of the Act and Clause 49 of the Listing Agreement, the Board has carried out an annual evaluation of its own performance, performance of the Directors as well as the evaluation of its committee.

The Nomination and Remuneration Committee of the Board laid down the criteria for performance evaluation of all Directors. The

performance evaluation has been done by the entire Board of Directors, except the Director concerned being evaluated. The criteria for performance evaluation are as follows :

Role & Accountability

- Understanding the nature and role of independent directors' position.
- Undertaking the risks associated with the business.
- Application of knowledge for rendering advice to management for resolution of business issue.
- Offer constructive challenge to management strategies and proposal.
- Active engagement with the management and attentiveness to progress of decisions taken.

Objectivity

- Non-partisan appraisal of issues.
- Own recommendation given professionally without tending to majority or popular views.

Leadership and initiative

- Heading Board Sub-committees
- Driving any function or identified initiative based on domain knowledge and experience.

Personal Attributes

- Commitment to role & fiduciary responsibilities as a Board member.
- Attendance and active participation
- Proactive, strategic and lateral thinking

The Chairman of the Board provided feedback to the Directors on an individual basis, as appropriate. Significant highlights, learning and action points with respect to the evaluation were presented to the Board.

3. COMMITTEES OF THE BOARD :-

Audit Committee

The Audit Committee which acts as a link between the management, external and internal auditors and the Board of Directors of the Company is responsible for overseeing the Company's financial reporting process by providing direction to audit function and monitoring the scope and quality of internal and statutory audits.

The Audit Committee plays a key role in monitoring and reviewing those aspects of management and auditor conduct which could financially impact both the shareholders of the Company and stakeholders. This includes reviewing the integrity of the Company's financial statements to determine whether the judgements and policies taken by management are appropriate, as well as monitoring the independence and effectiveness of the external auditors. It also includes oversight of the Company's system of internal control and risk management.

Composition:-

The composition of Audit Committee meets with the requirement of section 177 of the Companies Act, 2013, and the provisions of Clause 49 of the Listing Agreement, as amended.

The Audit Committee of your Board consists of
Mr. Praneet Gautam, Chairman (Resigned on 29/10/2014)

Mr. Sachin Sharma, Chairman

Mr. Kuldeep Kumar, Member

Mr. Jatin Aggarwal, Member

During the year 2014-15, the committee met four times on the following dates:-

1. 28th May, 2014
2. 11th August, 2014
3. 13th November, 2014
4. 29th January, 2015

Attendance record of Audit Committee members for 2014-15

Director	Category	Status	Meetings	
			Held	Attended
Mr. Praneet Gautam	Managing Director(Resigned on 29/10/2014)	Chairman	2	2
Mr. Sachin Sharma	Independent / Non-Executive Director	Chairman	2	2
Mr. Kuldeep Kumar	Independent / Non-Executive Director	Member	4	4
Mr. Jatin Aggarwal	Independent / Non-Executive Director	Member	4	4

Shareholder's / Investor's Grievance Committee

To consider and resolve the grievances of the Shareholder's/ Investor's, the Company has formed the committee called Shareholder's / Investor's Grievance Committee.

The following were the members of the Shareholder's /Investor's Grievance Committee:-

Mr. Sachin Sharma, Executive Director, was designated as the Compliance Officer of the Company

Mrs. Charu Pareek, Independent Director

Mr. Kuldeep Kumar, Independent Director

Nomination / Remuneration Committee

Prism Medico and Pharmacy Limited constituted the Remuneration Committee of the Board. The Committee also reviews the overall compensation policy, service agreements and other employment conditions of Managing / Whole time Director(s) and Key Managerial personnel.

The Board has revised the terms of reference for this Committee, as required under section 178 of Companies Act, 2013 and revised clause 49 of the Listing Agreement.

The following were the members of the Remuneration Committee:-

Mr. Sachin Sharma

Mr. Kuldeep Kumar, Member

Mr. Jatin Aggarwal, Member

One meeting of Nomination and Remuneration Committee was held during the year 2014-15.

PARTICULARS OF THE PAST THREE ANNUAL GENERAL MEETING

Annual General Meeting	Date	Venue
10th AGM	20th September, 2012	E-18, 6th Floor, Everest Building, Tardeo, Mumbai-400034
11th AGM	26th September, 2013	E-18, 6th Floor, Everest Building, Tardeo, Mumbai-400034
12th AGM	29th September, 2014	E-18, 6th Floor, Everest Building, Tardeo, Mumbai-400034

4. CHANGE OF ADDRESS REGISTERED OFFICE OF THE COMPANY

The Board of Directors of the Company in their meeting held on September 2, 2015 have approved the change of registered office from E-18, 6th Floor, Everest Building, Tardeo, Mumbai - 400 034 to 23/91, White Bungalow, Yashwant Nagar, Near Filmistan Studio & Parkar College, Opposite BMC School, Goregaon West, Mumbai - 400 062.

5. DISCLOSURES

- All Related Party Transaction that were enter into during the financial year were on an arm's length basis, in the ordinary course of business and were in compliance with the applicable provisions of the Companies Act, 2013 and the Listing Agreement. All Related Transaction were placed before the Audit committee for approval. A statement of all Related Party Transaction is placed before the Audit Committee for its review on a quarterly basis, specifying the nature, value and terms and conditions of the transactions.
- There was no materially significant pecuniary transaction or relationship between the Company and any of the Directors during the year as contemplated under relevant guidelines of SEBI/ Stock Exchanges.
- Your Company has complied with all the requirements of the Listing Agreement with the Stock Exchanges, SEBI Regulations and other statutory authorities. During the last three years there no strictures or penalties imposed on your Company by SEBI or the Stock Exchange or any other statutory authority in connection with violations of Capital Market norms, rules, regulation etc.
- Monthly High and Low prices at which the shares of the Company were traded at BSE are given below :
 - Share price movement

Stock prices at Bombay Stock Exchange Ltd (512217)

Period (April 2014 to March 2015)

Month	High Price	Low Price	Close Price	No. of Shares
Apr 14	20.40	14.00	17.70	87189
May 14	19.35	15.90	15.90	68197
Jun 14	19.15	15.85	19.15	12225
Jul 14	23.55	17.30	21.10	707826
Aug 14	21.85	17.05	18.00	437941
Sep 14	24.65	16.30	20.00	1090084
Oct 14	21.40	18.60	20.25	267378
Nov 14	21.15	18.00	18.90	619764
Dec 14	25.50	18.00	22.50	1174028
Jan 15	27.90	20.15	24.60	1371692
Feb 15	28.40	19.45	22.10	1271124
Mar 15	24.90	17.20	18.10	2372450

The shares of your Company are listed on the following stock exchanges:-

The Bombay Stock Exchange Limited (BSE)

The Company paid its listing fee for 2015-16.

- Means of Communication
 - The Company published its quarterly results in the Business Standard (English) and Business Standard (Hindi).

- (ii) The annual results (Annual Report containing Balance Sheet, among others) are posted to every shareholder of the Company.
- (iii) The Company's website, viz. www.prismmedico.in is regularly updated with financial results and other important events.

6. General shareholder's information

Annual General Meeting

Date: 30st September, 2015

Time: 03:00 P.M.

Place: 23/91, White Bungalow, Yashwant Nagar, Near Filmistan Studio & Patkar College opposite BMC School, Goregaon West, Mumbai-400062.

Financial Calendar : 2015-16

Annual General Meeting

: September, 2016

Result of quarter ended on 30th June 2015

: Second week of August, 2015

Result of quarter ended on 30th September 2015

: Second week of November, 2015

Result of quarter ended on 31st December 2015

: Second week of February, 2016

Result of quarter ended on 31st March 2016

: Second week of May, 2016

SHAREHOLDING PATTERN AS ON 31ST MARCH, 2015

Category	Category of Shareholders	Numbers of Shareholders	Total Number of Shares	Number of shares held in dematerialized form	Total Shareholding as a percentage of total number of shares		Shares Pledged or otherwise encumbered	
					as a percentage of (A+B)	as a percentage of (A+B+C)	Number of shares	As a percentage (IX)-(VIII)/(IV)*100
(A)	Shareholding of Promoter and Promoter Group							
(1)	Indian							
(a)	Individual / Hindu Undivided Family *	1	33433	33433	1.68	1.68	0	0.00
(b)	Central Government/ State Government(s)	-	-	-	-	-	-	-
(c)	Bodies Corporate	-	-	-	-	-	-	-
(d)	Financial Institutions / Banks	-	-	-	-	-	-	-
(e)	Any other (specify) (PAC) Directors & their Relatives	-	-	-	-	-	-	-
	Sub-Total (A)(1)	1	33433	33433	1.68	1.68	0	0.00
(2)	Foreign							
(a)	Individuals (Non Resident Individuals/Foreign Individuals)	-	-	-	-	-	-	-
(b)	Bodies Corporate	-	-	-	-	-	-	-
(c)	Institution	-	-	-	-	-	-	-
(d)	Any other : Directors & their Relatives, Societies, Partnership Firms	-	-	-	-	-	-	-
	Sub-Total (A) (2)	-	-	-	-	-	-	-
	Total Shareholding of Promoter and Promoter Group (A)	1	33433	33433	1.68	1.68	0	0.00
(B)	Public Shareholding							
(1)	Institutions							
(a)	Mutual Funds / UTI	-	-	-	-	-	-	-
(b)	Financial Institutions/ Banks	-	-	-	-	-	-	-
(c)	Central Government/ State Government(s)	-	-	-	-	-	-	-
(d)	Venture Capital Funds	-	-	-	-	-	-	-
(e)	Insurance Companies	-	-	-	-	-	-	-
(f)	Foreign Institutional Investors	-	-	-	-	-	-	-
(g)	Foreign Venture Capital Investors	-	-	-	-	-	-	-
(h)	Any other (specify) Foreign Fin Inst. Foreign Mut. Fund, F.F.I / Banks	-	-	-	-	-	-	-
	Sub-Total (B) (1)	-	-	-	-	-	-	-
(2)	Non- institutions							
(a)	Bodies Corporate	78	485870	485870	24.39	24.39	0	0.00
(b)	Individuals -	942	647583	647568	32.51	32.51	0	0.00
(i)	Individual shareholders holding nominal share capital upto Rs.1 Lakh.							

Category	Category of Shareholders	Numbers of Shareholders	Total Number of Shares	Number of shares held in dematerialized form	Total Shareholding as a percentage of total number of shares		Shares Pledged or otherwise encumbered	
					as a percentage of (A+B)	as a percentage of (A+B+C)	Number of shares	As a percentage (IX)={VIII}/(IV)*100
(ii)	Individual shareholders holding nominal Share Capital in excess of Rs. 1 Lakh	22	725732	725732	36.43	36.43	0	0.00
(c)	Any other (specify) Clearing Member	14	49096	49096	2.46	2.46	0	0.00
	Foreign Body Corporate	-	-	-	-	-	-	-
	Trust	-	-	-	-	-	-	-
	NRI's	3	1011	1011	0.05	0.05	0	0.00
	OCB's	-	-	-	-	-	-	-
	HUF	27	49275	49275	2.47	2.47	0	0.00
	Sub-Total (B) (2)	1086	1958567	1958552	98.32	98.32	0	0.00
	Total Public Shareholding (B) = (B) (1) + (B) (2)	1086	1958567	1958552	98.32	98.32	0	0.00
	TOTAL = (A) + (B)	1087	1992000	1991985	100.00	100.00	0	0.00
(C)	Shares held by custodians and against which Depository Receipts have been issued	-	-	-	-	-	-	-
1	Promoter and	-	-	-	-	-	-	-
2	Public	-	-	-	-	-	-	-
	GRAND TOTAL (A)+(B)+(C)	1087	1992000	1991985	100.00	100.00	0	0.00

PRISM MEDICO & PHARMACY LIMITED (INE730E01016)
DISTRIBUTION SCHEDULE 31/03/2015
NOMINAL VALUE OF EACH SHARE/UNIT Rs. 10

SHARE HOLDING OF NOMINAL VALUE OF Rs.	NUMBER OF SHAREHOLDERS	% TO TOTAL	NO OF SHARES	AMOUNT IN Rs.	% TO TOTAL
UP TO 5000	-	-	-	-	-
5001 TO 10000	42	3.86	28873	288730	1.45
10001 TO 20000	3	0.28	1011	10110	0.05
20001 TO 30000	-	-	-	-	-
30001 TO 40000	-	-	-	-	-
40001 TO 50000	-	-	-	-	-
50001 TO 100000	-	-	-	-	-
100001 AND ABOVE	1042	95.86	1962116	19621160	98.50
TOTAL	1087	100.00	1992000	19920000	100.00

Book closure date	: 25th September, 2015 to 30th September, 2015 (Both day inclusive)
Dividend payment date	: Within 30 days of declaration
Demat ISIN No. in NSDL and CDSL	: INE730E01016
Register & Share Transfer Agent	: Purva Sharegistry (India) Pvt. Ltd Unit No. 9, Shiv Industrial Estate, J.R. Boricha Marg, Opp. Kasturba Hospital Lane, Lower Parel (East), Mumbai-400011 Ph No. 022-23016761, Fax No. 022-23012517

COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE

To
The Members of
Prism Medico and Pharmacy Limited,

We have examined the compliance of the conditions of Corporate Governance by **Prism Medico and Pharmacy Limited** for the year ended on 31st March, 2015 as stipulated in Clause 49 of the Listing Agreement of the said Company with stock exchanges.

The compliance of the conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to best of our information and according to the explanations given to us, we certify that the Company complied with the conditions of Corporate Governance as stipulated in the Listing Agreement.

We state that as per records maintained by the Company, there were no investor's grievances remaining unattended / pending for more than one month.

We further state that such compliance is neither an assurance as to future viability of the Company nor the efficiency or effectiveness with which the management conducted the affairs of the Company.

For **R. Mahajan & Associates.**
Chartered Accountants

Ratnesh Mahajan
Partner

Membership No. 085484
FRN : 011348N

Place: New Delhi
Date: 29th May, 2015

INDEPENDENT AUDITOR'S REPORT

To the Members of
PRISM MEDICO AND PHARMACY LTD.

Report on the Financial Statements

We have audited the accompanying financial statements of PRISM MEDICO AND PHARMACY LIMITED ("The Company"), which comprise the Balance Sheet as at March 31, 2015, the Statement of Profit and Loss and Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to 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 principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the 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 financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company as at March 31, 2015 and its loss and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order 2015 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - (b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - (c) The Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - (e) On the basis of the written representations received from the directors as on 31st March, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act;
 - (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - I. The Company does not have any pending litigations which would impact its financial position.
 - II. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - III. There were no amounts which were required to be transferred, to the Investor Education and Protection Fund by the Company.

For R.MAHAJAN & ASSOCIATES
Chartered Accountants
F. R. N. 011348N

[RATNESH MAHAJAN]

Partner

M. No. 085484

Place: New Delhi
Date: 29.05.2015

ANNEXURE TO THE AUDITORS' REPORT

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, 2015.

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

1. a. The company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.
- b. 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.
2. The Company does not have any inventory during the year. Accordingly the provisions of Clause (II) (a), (b) and (c) of the order are not applicable to the company.
3. The Company has not granted any loan secured or unsecured to companies \firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013.
4. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of its business for the purchase of inventory, fixed assets and also for the sale of goods & services. During the course of our audit, we have not observed any major weaknesses in internal controls.
5. The Company has not accepted any deposits from the public covered under Section 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the Rules made thereunder.
6. We have been informed that the Central government has not prescribed maintenance of cost records under section 148 (I) of the Companies Act, 2013.
7. a. According to the records of the company, undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax, Cess and any other statutory dues to the extent applicable have been regularly deposited with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at 31st March, 2015 for a period of more than six months from the date of becoming payable.
- b. According to the information and explanation given to us, there are no dues of Sales Tax, Income Tax, Wealth Tax, Duty of Customs, Duty of Excise, Value Added Tax, Cess which have not been deposited on account of any dispute.
- c. There were no amounts which were required to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made there under.
8. The Company has accumulated losses at the end of the financial year and has incurred cash losses during the financial year covered by our audit and in the immediately preceding financial year.
9. Based on our audit procedures and on the information and explanations given to us, we are of the opinion that the Company has not defaulted in repayment of dues to banks. Company has not taken any loans from financial institutions and also not issued any debenture. Hence question of default does not arise.
10. As explained by the management, company has not given guarantee for loans taken by other from banks or financial institutions.
11. As per information and explanations given to us No term loan was obtained by the company during the year.
12. 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
F. R. N. 011348N

[RATNESH MAHAJAN]
Partner
M. No. 085484

Place: New Delhi
Date: 29.05.2015

Balance Sheet as at 31st March 2015

(Amount in Rs.)

Particulars	Note No.	As at 31.03.2015	As at 31.03.2014
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	(3,560,649.14)	(3,470,210.67)
(2) CURRENT LIABILITIES			
(A) SHORT TERM BORROWINGS	'04	200,000.00	-
(B) CURRENT LIABILITIES	'05	253,879.17	171,894.00
TOTAL		16,813,230.03	16,621,683.33
II. ASSETS			
(1) NON CURRENT ASSETS			
(A) FIXED ASSETS			
(i) TANGIBLE ASSETS	'06	123,361.00	206,805.00
(2) CURRENT ASSETS			
(A) CASH AND CASH EQUIVALENTS	'07	338,575.03	108,936.33
(B) SHORT TERM LOANS AND ADVANCES	'08	16,351,294.00	16,305,942.00
TOTAL		16,813,230.03	16,621,683.33
SIGNIFICANT ACCOUNTING POLICIES	'01	-	-
OTHER INFORMATION	14		

(The note nos 1 to 14 are integrated part of these financial statements)

As per our report of even date attached

For R. MAHAJAN & ASSOCIATES
 CHARTERED ACCOUNTANTS
 FRN 011348N

FOR & ON BEHALF OF THE BOARD

[RATNESH MAHAJAN]
 Partner
 M.No.085484

(KULDEEP KUMAR)
 Director
 DIN: 02805510

(SACHIN SHARMA)
 Director
 DIN: 05281526

Place: Mumbai
 Date : 29-05-2015

Statement of Profit and loss for the year ended 31st March 2015

(Amount in Rs.)

Particulars	Note No.	Year ended 31.03.2015	Year ended 31.03.2014
I. Revenue from operations(Gross)	17	13,664.97	16,081.25
Less:- Excise Duty	17	359.94	321.03
REVENUE FROM OPERATIONS	9	-	-
OTHER INCOME	10	553,352.00	-
TOTAL REVENUE		553,352.00	-
EXPENSES:			
PURCHASE OF STOCK-IN-TRADE		-	-
EMPLOYEE BENEFIT EXPENSES	11	140,000.00	22,000.00
FINANCE COSTS	12	206.00	15,798.77
DEPRECIATION		83,444.00	48,746.00
OTHER EXPENSES	13	420,140.47	420,284.17
TOTAL EXPENSES		643,790.47	506,828.94
PROFIT BEFORE TAX		(90,438.47)	(506,828.94)
TAX EXPENSE:			
(1) CURRENT TAX		-	-
(2) DEFERRED TAX		-	-
PROFIT(LOSS) FOR THE PERIOD		(90,438.47)	(506,828.94)
EARNINGS PER EQUITY SHARE			
(1) BASIC			
(2) DILUTED		(0.05)	(0.25)
		(0.05)	(0.25)
SIGNIFICANT ACCOUNTING POLICIES	'01		
OTHER INFORMATION	14		

(The note nos 1 to 14 are integrated part of these financial statements)

As per our report of even date attached

For R. MAHAJAN & ASSOCIATES
CHARTERED ACCOUNTANTS
FRN 011348N

FOR & ON BEHALF OF THE BOARD

[RATNESH MAHAJAN]
Partner
M.No.085484

(KULDEEP KUMAR)
Director
DIN: 02805510

(SACHIN SHARMA)
Director
DIN: 05281526

Place: Mumbai
Date : 29-05-2015

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2015

(Amount in Rs.)

PARTICULARS	For the period ending as on 31st March 2015		For the period ending as on 31st March 2014	
A. CASH FLOW FROM OPERATING ACTIVITIES				
Net Profit/(Loss) before tax & extraordinary items		(90,438)		(506,829)
Adjusted for :				
Depreciation		83,444		48,746
Loss on sale of investment		-		-
Interest & Dividend Income		-		-
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES		(6,994)		(458,083)
Adjusted for :				
Trade and other receivables		-		809,200
Inventories		-		-
Trade Payables/Other liabilities		81,985		(701,306)
Cash generated from operations		74,991		(350,189)
Direct Taxes paid		-		-
Cash flow before extra ordinary items		74,991		(350,189)
Extra Ordinary items		-		-
Net cash from Operating activities (A)		74,991		(350,189)
B. CASH FLOW INVESTING ACTIVITIES				
Purchase of Fixed Assets		-		-
Sale of Fixed Assets		-		-
Sale of Investment		-		-
Loans/Deposits received back		(45,352)		300,530
Interest and Dividend Income		-		-
Net Cash used in investing activities (B)		(45,352)		300,530
C. CASH FLOW FROM FINANCING ACTIVITIES				
Loans taken/(repaid)		200,000		-
Net Cash used in Financing activities (C)		200,000		-
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS (A+B+C)		229,639		(49,659)
CASH AND CASH EQUIVALENTS AT BEGINNING OF THE YEAR				
Cash in Hand	61,402		545	
Balance with Banks	47,535	108,937	158,051	158,596
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR				
Cash in Hand	96,297		61,402	
Balance with Banks	242,279	338,576	47,535	108,937
Net (outflow)/Inflow of Cash		229,639		(49,659)

As per our report of even date attached

For **R. MAHAJAN & ASSOCIATES**
 CHARTERED ACCOUNTANTS
 FRN 011348N

FOR & ON BEHALF OF THE BOARD

[**RATNESH MAHAJAN**]
 Partner
 M.No.085484

(**KULDEEP KUMAR**)
 Director
 DIN: 02805510

(**SACHIN SHARMA**)
 Director
 DIN: 05281526

Place: Mumbai
 Date : 29-05-2015

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, 2013.
 - 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) **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 based on the useful life of the assets specified in schedule II of Companies Act 2013.
- 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.
- i) **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 Lacs)

Particulars	As at 31.03.2015	As at 31.03.2014
NOTE-2		
SHARE CAPITAL		
AUTHORISED SHARE CAPITAL		
2000000 Equity Shares of Par Value Rs.10/- each (Pr. Yr 2000000 Equity Shares of Par Value Rs.10/- each)	20,000,000.00	20,000,000.00
ISSUED SUBSCRIBED AND PAID UP		
1992000 Equity Shares of Rs.10/- each fully paid up (Pr. Yr 1992000 Equity Shares of Rs.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 31.03.2015 EQUITY	As at 31.03.2014 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

Shareholder	AS AT	AS AT	AS AT	AS AT
	31.03.2015 no. of shares	31.03.2014 no. of shares	31.03.2015 percentage	31.03.2014 percentage
SHARE INDIA SECURITIES LTD	135,962	0	6.83%	0.00%
MADHUKAR SHETH	105,500	0	5.30%	0.00%
SEEMA ALOK PATHAK	-	136533	0.00%	6.85%
KRISHNA LILADHAR SHARMA	-	380600	0.00%	19.11%
RAMESH MAHADEVAN SUBRAMANIAM	-	200000	0.00%	10.04%

Particulars	Year (Aggregate No. of Shares)				
	2014-15	2013-14	2012-13	2011-12	2010-11
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	-	-	-	-	-

(Amount in Lacs)

Particulars	As at 31.03.2015	As at 31.03.2014
NOTE-3		
RESERVE & SURPLUS		
Profit & Loss account:		
Opening Balance	(3,470,210.67)	(2,963,381.73)
Add : Profit/(Loss) of Current Year	(90,438.47)	(506,828.94)
Closing Balance	(3,560,649.14)	(3,470,210.67)
NOTE-4		
SHORT TERM BORROWINGS		
Unsecured Loans		
Loan From Related party		
Loan From Directors	200,000.00	-
	200,000.00	-

(Amount in Lacs)

Particulars	As at 31.03.2015	As at 31.03.2014
NOTE-5		
OTHER CURRENT LIABILITIES		
Other Liabilities	253,879.17	171,894.00
	253,879.17	171,894.00

NOTE- 6**FIXED ASSETS - TANGIBLE**

ASSETS	GROSS BLOCK			DEPRECIATION			NET BLOCK		
	COST AS ON 1.04.2014	ADDI-TION	SALE/ TRANSF.	COST AS ON 31.03.15	AS ON 01.04.2014	FOR THE YEAR	AS ON 31.03.15	W.D.V.AS ON 31.03.15	W.D.V.AS ON 31.03.14
COMPUTER	156,153.00	-	-	156,153.00	140,285.00	8,060.00	148,345.00	7,808.00	15,868.00
ELEC. INSTALLATION	87,627.00	-	-	87,627.00	42,924.00	15,396.00	58,320.00	29,307.00	44,703.00
FUR & FIXTURE	300,011.00	-	-	300,011.00	176,887.00	39,153.00	216,040.00	83,971.00	123,124.00
OFFICE EQUIP.	28,000.00	-	-	28,000.00	13,781.00	12,819.00	26,600.00	1,400.00	14,219.00
PRINTER	17,500.00	-	-	17,500.00	8,609.00	8,016.00	16,625.00	875.00	8,891.00
TOTAL	589,291.00	-	-	589,291.00	382,485.00	83,444.00	465,930.00	123,361.00	206,805.00
PREVIOUS YEAR	589,291.00	-	-	589,291.00	333,740.00	48,746.00	382,486.00	206,805.00	255,551.00

Note:

Effective from 1st April 2014 the company has charged the depreciation based on the remaining useful life of the asset as per the requirements of Schedule - II of the Companies Act 2013. Consequent to this depreciation expenses for the year ended 31-03-2015 is higher by Rs 45,379.00.

(Amount in Lacs)

Particulars	As at 31.03.2015	As at 31.03.2014
NOTE-7		
CASH & CASH EQUIVALENTS		
Cash in Hand	96,296.50	61,401.50
Balance with Banks	242,278.53	47,534.83
	338,575.03	108,936.33
NOTE-8		
SHORT TERM LOANS & ADVANCES		
Loans (Unsecured, Considered good by the management)	15,998,017.00	16,008,000.00
Deposits	2,500.00	2,500.00
Income Tax refund	350,777.00	295,442.00
	16,351,294.00	16,305,942.00
NOTE-09		
REVENUE FROM OPERATIONS		
Sales (Medical Equipments)	-	-
	-	-
NOTE-10		
OTHER INCOMES		
Interest	553,352.00	-
	553,352.00	-

Particulars	(Amount in Lacs)	
	As at 31.03.2015	As at 31.03.2014
NOTE-11		
EMPLOYEE BENEFIT EXPENSES		
Salary & Bonus	140,000.00	22,000.00
Staff Welfare	-	-
	140,000.00	22,000.00
NOTE-12		
FINANCE COSTS		
Interest Paid	-	-
Bank Charges	206.00	15,798.77
	206.00	15,798.77
NOTE-13		
OTHER EXPENSES		
Publishing Expenses	75,514.47	61,572.76
Auditor's Remuneration	29,775.00	29,775.00
Postage, Telegram Expenses	3,506.00	1,528.00
Electricity Expenses	-	20,355.00
Internet charges	-	7,510.41
Custodian Charges	6,741.00	6,741.00
Printing & Stationery	12,190.00	4,490.00
Computer Expenses	-	11,477.00
Legal & Professional charges	91,725.00	105,624.00
Listing expenses\ RTA Expenses	165,167.00	50,563.00
Roc Expenses	34,267.00	2,500.00
Office Expenses	1,255.00	4,610.00
Telephone Expenses	-	12,414.00
Office Rent	-	101,124.00
	420,140.47	420,284.17

14 :- OTHER INFORMATION**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. CIF value of Imports: NIL Previous Year (Nil)

e. Earning & Expenditure in Foreign Currency: NIL Previous Year (Nil)

f. The activities of the company do not involve conservation of energy or absorption of technology.

g. Payments to Auditor's :

Statutory Audit Fees :

2014-15

29775/-

2013-14

29775/-

h. Director's remuneration:

NIL

NIL

- i. Amount due to / from the parties are subject to confirmation.
- j. Applying thr 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.
- k. 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:

S. No.	Particulars	Current year 2015	Current year 2014
1	Net Profit (loss) as per P/L A/c	(90438.47)	(506828.94)
2	Average No. of equity shares used as denominator for calculating EPS	1992000	1992000
3	EPS (Basic & Diluted) (Rs.)	(0.05)	(0.25)
4	Face value of each equity share (Rs.)	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. Kuldeep Kumar
- b) Mr. Jatin Aggarwal
- c) Mr. Sachin Sharma

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

Loan Taken :

Name	Loan Taken	Loan Repaid	Balance Outstanding
1) Jatin Aggrwal	1,00,000	-	1,00,000
2) Kuldeep Kumar	1,00,000	-	1,00,000

- 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 co 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 & ON BEHALF OF THE BOARD

[RATNESH MAHAJAN]
Partner
M.No.085484

(KULDEEP KUMAR)
Director
DIN: 02805510

(SACHIN SHARMA)
Director
DIN: 05281526

Place: Mumbai
Date : 29-05-2015

PRISM MEDICO AND PHARMACY LIMITED

Regd office: 23/91, White Bungalow, Yashwant Nagar, Near Filmistan Studio & Patkar College opposite BMC School,
Goregaon West, Mumbai-400062.

CIN : L51109MH2002PLC206595 Email : investorgrievancewmcl@gmail.com
Tel: 022-23531504, Fax: 022-2352 0490

Attendance Slip for 13th Annual General Meeting

Name :	
Address :	
Folio No./ Client ID and DP ID :	

I/We hereby record my/our presence at the 13th Annual General Meeting of the Company on Wednesday, 30th September 2015 at 03.00 p.m at 23/91, White Bungalow, Yashwant Nagar, Near Filmistan Studio & Patkar College opposite BMC School, Goregaon West, Mumbai-400062.

.....
Name of the Member/ Proxy

.....
Signature of Member/ Proxy attending

NOTES:

- Member/Proxy attending the Annual General Meeting (AGM) must bring his/her Attendance Slip which should be signed and deposited before entry to the venue.

VOTING BY ELECTRONIC MEANS

Your remote e-voting user ID and password are provided below :

Electronic Voting Event Number (EVEN)	User ID	Password

PRISM MEDICO AND PHARMACY LIMITED

Regd office: 23/91, White Bungalow, Yashwant Nagar, Near Filmistan Studio & Patkar College opposite BMC School,
Goregaon West, Mumbai-400062.

CIN : L51109MH2002PLC206595 Email : investorgrievancewmcl@gmail.com
Tel: 022-23531504, Fax: 022-2352 0490

13th ANNUAL GENERAL MEETING

FORM NO. MGT-11 PROXY FORM

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

Name of the Member(s) :	
Registered Address :	
E-mail ID :	
DP ID :	
Folio No. & Client ID :	

I/We the Member(s) of equity shares of Prism Medico and Pharmacy Limited, hereby appoint:

1. Name :
Address :
E-mail : Signature : , or failing him
2. Name :
Address :
E-mail : Signature : , or failing him
3. Name :
Address :
E-mail : Signature : , or failing him

As my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 13th Annual General Meeting of the Company, to be held on Wednesday, 30th September, 2015 at 03.00 p.m at 23/91, White Bungalow, Yashwant Nagar, Near Filmistan Studio & Patkar College opposite BMC School, Goregaon West, Mumbai-400062 and at any adjournment thereof, in respect of the resolutions indicated below:

Resolution Number	Brief details of the Resolution	Optional (✓)	
		For	Against
1.	Adoption of Financial Statements for the financial year ended 31st March, 2015, the Financial Statements for the said year and the Reports of the Board of Directors and Auditors.		
2.	Appointment of Mr. Kuldeep Kumar who retires by rotation and offers himself for re-appointment.		

Resolution Number	Brief details of the Resolution	Optional (✓)	
		For	Against
3.	Appointment of M/s R. Mahajan & Associates as the Auditor of the Company.		
4.	Appointment of Mrs. Charu Pareek as Independent Director.		

Signed this day of 2015

Signature of Member(s):

Affix Revenue Stamp

Signature of Proxy holder(s):

NOTES:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company at 23/ 91, White Bungalow, Yashwant Nagar, Near Filmistan Studio & Patkar College opposite BMC School, Goregaon West, Mumbai-400062 not less than 48 hours before the commencement of the meeting.

PRISM MEDICO AND PHARMACY LIMITED

CIN : L51109MH2002PLC206595

Registered Office:

23/91, White Bungalow, Yashwant Nagar,
Near Filmistan Studio & Patkar College opposite BMC School, Goregaon West, Mumbai-400062
Email: investorgrievancewmcl@gmail.com, Website: www.prismmedico.in