

14th ANNUAL REPORT

PRISM MEDICO & PHARMACY LIMITED

FINANCIAL YEAR

2015-16

Name of the Company	: PRISM MEDICO & PHARMACY LIMITED
CIN	: L51109MH2002PLC206595
Directors	: Mr. Sachin Sharma - Managing Director Ms. Charu Pareek - Independent Director Mr. Pallav Parajulee - Independent Director Ms. Uma Pareek - Independent Director
Company Secretary	: Mr. Vikas Aggarwal
Auditors	: R. Mahajan & Associates Chartered Accountant
RegisteredOffice	: 23/91 , White Bungalow , Yashwant Nagar Near Filmistan Studio and Patkar college, Opposite BMC School, Goregaon West , Mumbai-400104.
Registrar and Share Transfer Agent	: Purva Share Registry (India) Pvt. Ltd Unit No. 9, Shiv Shakti Industrial Estate, Ground Floor, J. r. Boricha Marg, Opp. Kasturba Hospital, Lower Parel, Mumbai- 400011. Maharashtra.
Banker	: Canara Bank

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 14th ANNUAL GENERAL MEETING OF THE MEMBERS OF PRISM MEDICO & PHARMACY LIMITED WILL BE HELD ON 30th September, 2016, AT 2.30 P.M. AT 23/91 , White Bungalow , Yashwant Nagar, Near Filmistan Studio and Patkar College, Opposite BMC School, Goregaon West, Mumbai-400104. TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

- 1) To Receive, Consider and Adopt the Profit and Loss Account of the Company for the year ended 31st March, 2016 and Balance Sheet as at that date, Cash Flow statement for the year ended 31st March, 2016 and Report of the Directors and Auditors thereon.
- 2) To appoint a Director in place of Mr. Sachin Sharma (DIN : 05281526) who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.
- 3) 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 139 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, the appointment of **R. Mahajan & Associates**, Chartered Accountants, Statutory Auditor of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company on such remuneration plus service tax thereon and reimbursement of out of pocket and travelling expenses etc. as may be mutually agreed between the Board of Directors of the Company and the auditors based on the recommendation of the Audit Committee."

SPECIAL BUSINESS:

- 4) To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Sections 152 & 160 and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Appointment and Qualifications of Directors) Rules, 2014, Mrs. CHARU PAREEK (DIN: 07190709), who was initially appointed as an Additional Director by the Board of Directors at its meeting held on 29th May, 2015 and who holds office until the conclusion of this Annual General Meeting, and in respect of whom Company has received a notice in writing together with the requisite sum of rupees one lakh under section 160 of the Companies Act, 2013 from himself proposing his candidature to be appointed as a Director, be and is hereby appointed a Director of the Company."

Registered Office:

23/91 , White Bungalow , Yashwant Nagar,
Near Filmistan Studio and Patkar College,
Opposite BMC School, Goregaon West, Mumbai-400104.

CIN - L51109MH2002PLC206595

Date: 22.08.2016

Place: Mumbai

By Order of the Board
For Prism Medico & Pharmacy Limited

Sd/-
Sachin Sharma
Chairman

NOTES:

1. A Member Entitled To Attend And Vote At The Meeting Is Entitled To Appoint A Proxy/ Proxies To Attend And Vote Instead Of Himself /Herself. Such A Proxy/ Proxies Need Not Be A Member Of The Company. A Person Can Act As Proxy On Behalf Of Members Not Exceeding Fifty (50) And Holding In The Aggregate Not More Than Ten Percent Of The Total Share Capital Of The Company Carrying Voting Rights. A Member Holding More Than Ten Percent Of The Total Share capital Of The Company Carrying Voting Rights May Appoint A Single Person Only As A Proxy And Such Person Shall Not Act As Proxy For Other Shareholder.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
3. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting of the Company.
The Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Members at the Annual General Meeting of the Company.
4. The Register of Members and the Share Transfer Books of the Company will remain closed from, Friday, 23rd September, 2016 to Friday, 30th September, 2016 (both days inclusive) for the purpose of Annual General Meeting for the financial year ended 31st March, 2016.
5. Members who wish to attend the meeting are requested to bring duly filled attendance sheet and their copy of the Annual Report at the Meeting.
6. In case of physical shares, the instrument of Share Transfer complete in all respect should be sent so as to reach to the Registered Office of the Company prior to closure of the Register of Members as stated above.
7. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate Resolution/authority, as applicable.
8. The transfer of Unclaimed Dividend to Investor Education & Protection Fund of the Central Government as required in terms of Section 124 of the Companies Act, 2013, during the current Financial Year is not applicable.
9. Members are requested to kindly notify changes including email address, if any, in their address to the Company's Registrar & Transfer Agent.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. The 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 and the Members holding shares in physical form can submit their PAN details to the Company.
11. Members may also note that the Notice of the 14thAnnual General Meeting and the Annual Report for financial year 2015-2016 will also be available on the Company's website <http://www.prismmedicos.com/> for their download. The physical copies of the aforesaid documents will also be available at the Registered Office of the Company 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.
12. Electronic copy of the Notice of the 14thAnnual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 14thAnnual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.

13. Voting Options

(1) Voting through Electronic Means

Pursuant to Section 108 of the Companies Act, 2013, read with the relevant Rules of the Act, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means.

The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.

A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company / Depository Participants(s)]:

(i) Open email and open PDF file viz; "Prism Medico & Pharmacy Limited e-Voting.pdf" with your Client ID or Folio No. as password.

The said PDF file contains your user ID and password / PIN for e-voting. Please note that the password is an initial password.

(ii) Launch internet browser by typing the following URL: <https://www.evoting.nsd.com>

(iii) Click on Shareholder – Login

(iv) Put user ID and password as initial password / PIN noted in step (i) above.
Click Login.

(v) Password change menu appears.

Change the password / PIN with new password of your choice with minimum 8 digits / characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(vi) Home page of e-voting opens. Click on e-voting: Active Voting Cycles.

(vii) Select "EVEN" of Prism Medico & Pharmacy Limited.

(viii) Now you are ready for e-voting as Cast Vote page opens.

(ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

(x) Upon confirmation, the message "Vote cast successfully" will be displayed.

(xi) Once you have voted on the resolution, you will not be allowed to modify your vote.

(xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF / JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to evoting@nsdl.co.in.

B. In case a Member receives physical copy of the Notice of AGM and Attendance Slip [for members whose email IDs are not registered with the Company / Depository Participants(s)] or requesting physical copy:

I. Initial password is provided at the bottom of the Attendance Slip for the AGM: EVEN (E-voting Event Number) USER ID PASSWORD/PIN.

II. Please follow all steps from Sl. No. (ii) to Sl. No. (xii) Above, to cast vote.

Voting at AGM: The members who have not cast their vote by remote e-voting can exercise their voting rights at the AGM. The Company will make arrangements of ballot papers in this regards at the AGM Venue.

OTHER INSTRUCTIONS

- I. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com
- II. If you are already registered with NSDL for e-voting then you can use your existing user ID and password /PIN for casting your vote.
- III. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IV. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Friday, 23rd September, 2016, are entitled to vote on the Resolutions set forth in this Notice.
- V. The remote e-voting period will commence at 9.00 a.m. on Tuesday, 27th September, 2016 and will end at 5.00 p.m. on Thursday, 29th September, 2016. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23rd September, 2016, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- VI. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 23rd September, 2016,
- VII. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 23rd September, 2016, may obtain the login ID and password by sending an email to evoting@nsdl.co.in by mentioning their Folio No. /DP ID and Client ID No. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using "Forget User Details/Password" option available on www.evoting.nsdl.com
- VIII. A member may participate in the meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the meeting.
- IX. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail the facility of remote e-voting or voting at the meeting through ballot papers.
- X. Mr. Jaymin Modi, Practicing Company Secretary has been appointed as the Scrutiniser to scrutinise the e-voting process in a fair and transparent manner.
- XI. The Scrutiniser shall, immediately after the conclusion of voting at general meeting, count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company. Scrutiniser shall within 3 days of conclusion of the meeting submit a consolidated scrutiniser report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing.
- XII. The results along with the Scrutinisers Report shall be placed on the website of the Company and on the website of NSDL..

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CIN - L51109MH2002PLC206595

Date: 22.08.2016

Place: Mumbai

By Order of the Board of Directors
For Prism Medico & Pharmacy Limited

Sd/-
Sachin Sharma
Chairman

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**ITEM No. 4**

The Board of Directors of the Company appointed Mrs. Charu Pareek as an Additional Director pursuant to Section 161 of the Companies Act, 2013 effective from 22nd May, 2015 and she holds the office up to the ensuing Annual General Meeting.

The Company has received notice in writing along with the deposit of requisite amount from Mrs. Charu Pareek under the provisions of Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director. Board recommends for the approval of Members, the appointment of Mrs. Charu Pareek as Director of the Company.

The Company has received from Mrs. Charu Pareek–

- Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 and;
- Intimation in Form DIR-8 in terms of Companies Appointment & Qualification of Directors) Rules, 2014, to effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4.

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Date: 22.08.2016

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By Order of the Board of Directors
For Prism Medico & Pharmacy Limited

Sd/-
Sachin Sharma
Chairman

DIRECTORS' REPORT

Dear Shareholders,

The Directors have pleasure in presenting their 14th Annual Report on the business and operations together with the Audited Statement of Accounts of the Company for the year ended 31st March, 2016.

1. FINANCIAL RESULTS:

The Financial results are briefly indicated below:

Particulars	Financial Year 2015-16 (Rs.million)	Financial Year 2014-15 (Rs.million)
Total Income	1.49	0.15
Total Expenditure	-1.14	-0.17
Profit/(Loss) before Taxation	0.34	-0.02
Profit/ (Loss) after Taxation	0.34	-0.08

2. REVIEW OF OPERATION:

The Company has made profit of Rs. 3,40,000/- during the financial year. Your Director expects to achieve better performance in the future taking maximum efforts to control the costs and optimize the results in the coming years.

3. DIVIDEND:

Your Director regrets their inability to recommend Dividend in view of inadequacy of Profits and carry forward losses, in year under review.

4. DEPOSITS:

The Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

5. PARTICULARS OF EMPLOYEES:

Disclosure required under Section 197 of the Companies Act, 2013 read with rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended up to date is not applicable since your Company has no such employees.

6. CORPORATE SOCIAL RESPONSIBILITY (CSR):

The provisions of Section 135 of the Companies Act relating to Corporate Social Responsibility are not applicable as the Company is having Net worth less than rupees Five Hundred Crore, Turnover less than rupees One Thousand Crore and Net Profit less than rupees Five Crore.

7. RELATED PARTY TRANSACTIONS :

There are no materially significant related party transactions made by the Company with Promoters, Key Managerial Personnel or other designated persons which may have potential conflict with interest of the Company at large. Information on transactions with related parties pursuant to Section 134(3)(h) of the Act read with rule 8(2) of the Companies (Accounts) Rules, 2014 are given in Annexure in Form AOC-2 and the same forms part of this report.

8. NUMBER OF MEETINGS:

The Board has met Six times during the financial year, the details of which are as under:

29th May 2015, 14th August 2015, 02nd September 2015, 30th September 2015, 22nd December 2015, 28th March 2016.

The intervening gap between any two meetings was within the period prescribed by the Companies Act, 2013.

9. COMPOSITION OF COMMITTEES:

During the F.Y 2015-16, Four **Audit Committee Meetings**, Four **Stakeholder Grievance Committee Meetings**, and One **Nomination And Remuneration Committee Meeting** were held and the Composition as on 31.03.2016 is as below:

AUDIT COMMITTEE	
Ms. Uma Pareek	Chairman & Independent Director
Ms. Charu Pareek	Member & Independent Director
Mr. Pallav Parajulee	Member & Independent Director

STAKEHOLDER GRIEVANCE COMMITTEE	
Mr. Pallav Parajulee	Chairman & Independent Director
Ms. Uma Pareek	Member & Independent Director
Ms. Charu Pareek	Member & Independent Director

NOMINATION AND REMUNERATION COMMITTEE	
Mr. Pallav Parajulee	Chairman & Independent Director
Ms. Uma Pareek	Member & Independent Director
Ms. Charu Pareek	Member & Independent Director

10. BOARD EVALUATION:

Pursuant to the provisions of the Companies Act, 2013 the Board has carried out an evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration, and Stakeholder's Relationship Committees.

11. DIRECTORS AND KEY MANAGERIAL PERSONNEL:**A. RE-APPOINTMENT OF DIRECTOR:**

Mr. Sachin Sharma who retires by rotation being eligible offers himself for re-appointment at the ensuing Annual General meeting.

B. INDEPENDENT DIRECTORS:

The Company has received declaration from all the Independent Directors of the Company confirming that they meet with criteria of Independence as prescribed under sub-section (6) of section 149 of the Companies Act, 2013 and under clause 49 of the Listing Agreements with the Stock Exchanges.

None of the Directors of your Company is disqualified under Section 162 (2) of the Companies Act, 2013. As required by law, this position is also reflected in the Auditors' Report.

C. APPOINTMENT OF INDEPENDENT DIRECTOR:

The Board of Directors appointed Mrs. Charu Pareek as an Additional Director at their meeting held on 22nd May, 2015. He holds office up to the date of ensuing Annual General Meeting and is eligible for appointment as a Director.

D. CESSATION OF DIRECTOR:

None of the Directors had resigned in the F.Y 2015-16.

E. KEY MANAGERIAL PERSONNEL:

The following persons have been designated as Key Managerial Personnel of the Company pursuant to Section 2(51) and Section 203 of the Act, read with the Rules framed there under.

- (i) Mr. Sachin Sharma – Managing Director
- (ii) Mr. Vikas Aggarwal– Company Secretary & Compliance Officer

12. SUBSIDIARIES:

Since the Company has no subsidiaries, provision of Section 129 (3) of the Companies Act, 2013 is not applicable.

13. DIRECTOR'S RESPONSIBILITY STATEMENT:

Pursuant to the requirement under Section 134 (5) of the Companies Act, 2013, with respect to Directors Responsibilities Statement, it is hereby confirmed:

- a) that in the preparation of the annual accounts for the financial year ended 31st March, 2016 the applicable accounting standards had been followed along with proper explanation relating to material departures.
- b) that the Directors has selected such accounting policies and applied them consistently and made judgments and estimates that were 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 the year review.
- c) that the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities, and,
- d) The Directors had prepared the accounts for the financial year ended 31st March, 2016 on a going concern basis.
- e) The Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- f) 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.

14. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES:

The Company has not entered into any or arrangements with related parties referred to in Section 188(1) of the Companies Act, 2013 including Rules made there under and therefore Form AOC - 2 of the rules prescribed under Chapter IX relating to Accounts of Companies under the Companies Act, 2013, is not appended herewith. **ANNEXURE A**

15. AUDITORS & AUDITORS REPORT:

The Board put forward the appointment of **R. Mahajan & Associates**, Chartered Accountants, as statutory auditors of the Company who was appointed in 13th Annual General Meeting for shareholder's ratification for the year 2016-17, who has also given their consent to act as a Statutory Auditor for the year 2016-17.

Necessary Resolution for ratification of their appointment has been proposed in the Notice of Annual General Meeting for the consideration of the Members of the Company.

16. STATEMENTS OF PARTICULARS UNDER COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF BOARD OF DIRECTORS) RULES, 1988:

Information in accordance with the provisions of Section 134 (3)(m) of the Act read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988, regarding Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo is not applicable in case of your Company.

17. SECRETARIAL AUDIT REPORT:

As required under section 204 (1) of the Companies Act, 2013 and Rules made there under the Company has appointed Mr. Mayank Bhartiya, Company Secretary as Secretarial Auditor of the Company for the financial Year 2015-16. The Secretarial Audit Report forms part of the Annual report as Annexure to the Board's Report. This report contains a qualification as mentioned below:

"The Company did not appoint a CFO (KMP) during the Financial Year 2015-16."

18. EXTRACT OF ANNUAL RETURN:

The details forming part of the extract of the Annual Return in form MGT-9 is annexed herewith as Annexure to the Board Report. **ANNEXURE B**

19. IMPLEMENTATION OF RISK MANAGEMENT POLICY:

The Company has formulated a policy and process for risk Management. The Company has set up a core group of leadership team, which identifies, assesses the risks and the trends, exposure and potential impact analysis at different level and lays down the procedure for minimization of risks. Risk Management forms an integral part of Management policy and is an ongoing process integrated with the operations.

Company has identified various strategic, operational and financial risks which may impact Company adversely. However management believes that the mitigation plans for identified risks are in place and may not threaten the existence of the Company.

20. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

The Company has given loans, guarantees or investments covered under the provisions of section 186 of the Companies Act, 2013 and in line with the approval taken from the shareholders in the previous AGM. The details of the Loans given is mentioned under the schedules annexed to Balance Sheet

21. WHISTLE BLOWER POLICY AND VIGIL MECHANISM:

Your Company recognizes the value of transparency and accountability in its administrative and management practices. The Company promotes the ethical behavior in all its business activities. The Company has adopted the Whistle blower

Policy and Vigil Mechanism in view to provide a mechanism for the Directors and employees of the Company to approach Audit Committee of the Company to report existing/probable violations of laws, rules, regulations or unethical conduct.

22. STOCK EXCHANGES:

The Company's shares are listed on the following Stock Exchanges:

(i) **Bombay Stock Exchange Limited (BSE Ltd.)**

23. CORPORATE GOVERNANCE:

As per Regulation 15(2) of SEBI (Listing Obligation and Disclosures requirement) Regulation, 2015, report on Corporate Governance is not applicable as the Company is not falling within the prescribed ambit as mentioned there in.

24. MANAGEMENT DISCUSSION ANALYSIS REPORT:

The details forming part of Management Discussion and Analysis Report is annexed herewith as Annexure to the Board Report. **ANNEXURE C.**

25. DEMATERILISATION OF SHARES:

The Company has connectivity with NSDL & CDSL for dematerialization of its equity shares. The ISIN No. INE730E01016 has been allotted for the Company.

Further the Company does not have any Equity shares lying in the Suspense Account.

26. ACKNOWLEDGEMENTS:

Your Directors wish to express their sincere appreciation to all the Employees for their contribution and thanks to our valued clients, Bankers and shareholders for their continued support

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Date: 22.08.2016

Place: Mumbai

By Order of the Board
For Prism Medico & Pharmacy Limited

Sd/-
Sachin Sharma
Chairman

RESEARCH & DEVELOPMENT, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO.**A. Research & Development****1. Future plan of action**

The Company is taking necessary steps for the revival of operations.

B. Technology absorption:**1. Efforts in brief made towards technology absorption, adoption and innovation.**

No new technology was introduced during the Year ended 2015-16.

2. Benefits derived as a result of the above efforts.

None.

3. In case of imported technology (imported during the last 5 years reckoned from the beginning of the financial year):**C. Foreign Exchange Earnings and Outgo**

Nil

i. Earning- FOB value of Exports
Nil

ii. Outgo- CIF Value of Imports
Nil

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CIN - L51109MH2002PLC206595

Sd/-
Sachin Sharma
Chairman

Date: 22.08.2016

Place: Mumbai

ANNEXURE 'A' TO DIRECTORS' REPORT

FORM NO. AOC -2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

Form for Disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis.

SL. No.	Particulars	Details
1	Name (s) of the related party & nature of relationship	NIL
2	Nature of contracts/arrangements/transaction	NIL
3	Duration of the contracts/arrangements/transaction	NIL
4	Salient terms of the contracts or arrangements or transaction including the value, if any	NIL
5	Justification for entering into such contracts or arrangements or transactions'	NIL
6	Date of approval by the Board	NIL
7	Amount paid as advances, if any	NIL
8	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	NIL

2. Details of contracts or arrangements or transactions at Arm's length basis.

No material contracts or arrangement or transactions at arm's length basis.

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By Order of the Board of Directors
For Prism Medico & Pharmacy Limited

CIN - L51109MH2002PLC206595

Sd/-
Sachin Sharma
Chairman

Date: 22.08.2016

Place: Mumbai

ANNEXURE 'B' TO DIRECTORS' REPORT

MGT-9

EXTRACT OF ANNUAL RETURN AS ON THE
FINANCIAL YEAR ENDED ON MARCH 31, 2016

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

REGISTRATION AND OTHER DETAILS:

i.	CIN	L51109MH2002PLC206595
ii.	Registration Date	22/03/2002
iii.	Name of the Company	PRISM MEDICO & PHARMACY LIMITED
iv.	Category/Sub-Category of the Company	COMPANY LIMITED BY SHARES
v.	Address of the Registered office and contact details	23/91 , White Bungalow , Yashwant Nagar, Near Filmistan Studio and Patkar College, Opposite BMC School, Goregaon West, Mumbai- 400104 Phone:- 022 28733312
vi.	Whether listed company	Yes
vii.	Name, Address and Contact details of Registrar and TransferAgent,ifany	Purva Share Registry (India) Pvt. Ltd Unit No. 9, Shiv Shakti Industrial Estate, Ground Floor, J. r. Boricha Marg, Opp. Kasturba Hospital, Lower Parel,Mumbai,Maharashtra,400011

PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

Sr.No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
1	Finance (including NBFCs)	99711	100%

PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sr. No.	Name And Address Of The Company	CIN/GLN	Holding/ Subsidiary /Associate	%of shares held	Applicable Section
1.					
2.	NOT APPLICABLE				
3.					
4.					

SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

CATEGORY-WISE SHARE HOLDING

Category of Shareholders	No. of Shares held at the beginning of the year (01/04/2015)				No. of Shares held at the end of the year (31/03/2016)				% Change during The year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter									
1) Indian									
a) Individual/ HUF	33433	0	33433	1.68	0	0	0	0	0
b) Central Govt.									
c) State Govt(s)									
d) Bodies Corp									
e) Banks / FI									
f) Any Other									
Sub-total(A)(1):-	33433	0	33433	1.68	0	0	0	0	0
2) Foreign									
g) NRIs-Individuals									
h) Other-Individuals									
i) Bodies Corp.									
j) Banks / FI									
k) Any Other....									
Sub-total(A)(2):-	0	0	0	0	0	0	0	0	0
B. Public Shareholding									
1. Institutions									
a) Mutual Funds									
b) Banks / FI									
c) Central Govt.									
d) State Govt(s)									
e) Venture Capital Funds									
f) Insurance Companies									
g) FIs									
h) Foreign Venture Capital Funds									
i) Others (specify)									
Sub-total(B)(1)	0	0	0	0	0	0	0	0	0
2. Non Institutions	0	485870	485870	24.39					
a) Bodies Corp.									
(i) Indian									
(ii) Overseas									

b) Individuals (i) Individual shareholding upto Rs. 1 lakh	647583	0	647583	32.5151	511861	0	511861	25.70	
(ii) Individual shareholding in excess of Rs 1 lakh	725732	0	725732	36.43	735855	0	735855	36.94	
c) Others (Specify Bodies Corporate, HUF, Foreign Individuals or NRI and Clearing Members)	99382	0	99382	4.99	744284	0	744284	37.36	
Sub-total(B)(2)	1958567	0	1958567	98.32	1992000	0	1992000	100.00	
Total Public Shareholding (B)=(B)(1)+ (B)(2)	1958567	0	1958567	98.32	1992000	0	1992000	100.00	
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	
Grand Total (A+B+C)	1992000	0	1992000	100	1992000	0	1992000	100.00	

SHAREHOLDING OF PROMOTERS

Sr. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1.		0	00	0	00	00	00	0
2.		0	0	0	0	0	0	0

i. CHANGE IN PROMOTERS' SHAREHOLDING (PLEASE SPECIFY, IF THERE IS NO CHANGE)

Sr. no.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year				
		NO CHANGE			
	At the End of the year				

I. SHAREHOLDING OF DIRECTORS & KMP

During the Year there was NIL shareholding of the Directors and KMP in the Company.

II. INDEBTEDNESS

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

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

REMUNERATION OF DIRECTORS AND KEYMANAGERIAL PERSONNEL**A. REMUNERATION TO MANAGING DIRECTOR, WHOLE-TIME DIRECTORS AND/OR MANAGER**

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
1.	Gross salary	Sachin Sharma (Managing Director)	
	(a)Salary as per provisions contained in section17(1) of the Income-tax Act, 1961	NIL	
	(b)Value of perquisites u/s 17(2)Income-tax Act, 1961	NIL	
	(c)Profits in lieu of salary under section 17(3) Income taxAct,1961	NIL	
2.	Stock Option	NIL	
3.	Sweat Equity	NIL	
4.	Commission - as % of profit - others, specify...	NIL	
5.	Others, please specify (Sitting Fees)	10,000	10,000
6.	Total(A)	10,000	10,000
	Ceiling as per the Act (10% of Net Profit of the Company)	0%	

B. REMUNERATION TO OTHER DIRECTORS:

Sl. No.	Particulars of Remuneration	Ms.Uma Pareek	Ms. Charu PareekPareek	Pallav ParajuleeParajul	Total Amount
	<u>Independent Directors</u> ·Fee for attending board committee meetings ·Commission ·Others, please specify	15000	15000	15000	45000
	Total(1)	15000	15000	15000	45000
	<u>Other Non-Executive Directors</u> ·Fee for attending board committee meetings ·Commission ·Others, please specify				
	Total(2)				
	Total(B)=(1+2)	15000	15000	15000	45000
	Total Managerial Remuneration	15000	15000	15000	45000
	Overall Ceiling as per the Act (11% of the Net Profits of the Company)				

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD.

Sl. no.	Particulars of Remuneration	Key Managerial Personnel		
		Mr. Vikas Aggarwal (Company Secretary)	CFO	Total
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	1,32,000		1,32,000
	(b) Value of perquisites/s 17(2) Income-tax Act, 1961	0.00		0.00
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0.00		0.00
2.	Stock Option	0.00		0.00
3.	Sweat Equity	0.00		0.00
4.	Commission - as % of profit - others, specify	0.00		0.00
5.	Others, please specify	0.00		0.00
6.	Total	1,32,000		1,32,000

III. *PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:

* There were no penalty, punishment, compounding of offences for the Company, directors or any other officers in default in respect of the Companies Act, 1956 & Companies Act, 2013.

FORM NO. MR - 3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2016

(Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

To,
The Members,
PRISM MEDICO & PHARMACY LIMITED
23/91 , White Bungalow , Yashwant Nagar,
Near Filmistan Studio and Patkar College,
Opposite BMC School, Goregaon West, Mumbai-400104.

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s Prism Medico & Pharmacy Limited** (hereinafter called "**the company**"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our 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 authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2016 complied with the statutory provisions of the applicable acts 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 :

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company, for the financial year ended on 31st March, 2016 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. 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, 2015;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; (Not applicable to the Company during the audit period)
 - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (Not applicable to the Company during the audit period)
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not applicable to the company during the audit period)
 - 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;
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable to the Company during the audit period) and
 - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not applicable to the Company during the audit period)

We further report that the Company has a compliance system in place and we have examined the relevant documents and records with respect to the following Acts as applicable to the Company:

1. Income Tax Act, 1961.
 2. The Equal Remuneration Act, 1976.
 3. The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.
 4. The Bombay Shops & Establishment Act, 1948.
 5. The Professional Tax Act, 1975.
 6. The Service Tax (Finance Act, 1994).
 7. The Negotiable Instrument Act, 1881
 8. The Information Technology Act, 2000
 9. The Indian Contract Act, 1872
 10. The Sale of Goods Act, 1930.
 11. The Central Sales Tax Act, 1956 & other applicable state Sales Tax Acts.
 12. The Maharashtra Value Added Tax, 2002.
- v. Other following Acts are not applicable to the Company:
1. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment and Overseas Direct Investment.
 2. The Factories Act, 1948.
 3. The Industrial Dispute Act, 1947. (ID Act)
 4. The Employees' Provident Funds and Miscellaneous Provisions Act, 1952.
 5. The Payment of Bonus Act, 1965.
 6. The Payment of Gratuity Act, 1972.
 7. The Payment of Wages Act, 1936.
 8. The Child Labour (Prohibition and Regulation) Act, 1986.
 9. The Environment (Protection) Act, 1986.
 10. The Water (Prevention and Control of Pollution) Act, 1974.
 11. The Air (Prevention and Control of Pollution) Act, 1981.
 12. The Water Cess Act, 1977.
 13. The Customs Act, 1962.

We have also examined compliance with the applicable clauses of the following:

- i. Secretarial Standards with respect to Board and General Meetings (SS-1 and SS-2) specified by The Institute of Company Secretaries of India;
- ii. The Listing Agreement entered into by the Company with Stock Exchange;
- iii. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

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

All decisions are carried out unanimously at Board Meetings and Committee Meetings and recorded in the minutes of the meeting of the Board of Directors or Committees of the Board, as the case may be.

We further report that 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.

We further report that during the year under report, the company has not undertaken event/action having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, etc. referred to above.

**For M/s Mayank Bhartiya & Company
Company Secretaries**

**Mayank Bhartiya
Proprietor
ACS No.: 31347
COP No. : 12082**

**PLACE: Mumbai
DATE: 27th July, 2016**

Note: This report is to be read with our letter of even date that is annexed as Annexure I and forms an integral part of this report.

To,
The Members,
PRISM MEDICO & PHARMACY LIMITED
23/91 , White Bungalow , Yashwant Nagar,
Near Filmistan Studio and Patkar College,
Opposite BMC School, Goregaon West, Mumbai-400104

1. Maintenance of secretarial records is the responsibility of management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes 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. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the company.
4. Wherever required, we have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events, etc.
5. The compliance of the provisions of corporate and other applicable laws, rules and regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For M/s Mayank Bhartiya & Company
Company Secretaries

Mayank Bhartiya
Proprietor
ACS No. : 31347
COP No. : 12082

PLACE: Mumbai
DATE: 27th July, 2016

ANNEXURE 'C' TO DIRECTORS' REPORT**MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

Your Directors have pleasure in presenting the Management Discussion and Analysis report for the year ended on 31st March 2016.

INDUSTRY STRUCTURE, DEVELOPMENT:

The Company has been established with the object financing. 2015-16 was a year of mixed growth for the domestic economy, which had, over the previous three years witnessed a series of domestic and external headwinds.

The industry is showing some improvement as a result of shrinking current account and fiscal deficit and a stabilization in the rupee. Going ahead your Directors are expecting better industrial development in the coming years.

SEGMENT-WISE PERFORMANCE:

The Company trades in a single business segment.

OPPORTUNITIES AND THREATS:

The Company is taking maximum efforts to capitalize on business opportunities & further expect a better outlook in the coming years.

STRENGTH:

The existing management has a strong technical, finance and administrative expertise in various industries and corporate sectors including the business of the Company.

RISKS AND CONCERNS:

While risk is an inherent aspect of any business, the Company being in financing so its primarily exposed to credit risk, liquidity risk, interest rate risk as well as operational risks. We maintain a conservative approach and manage the credit risk through prudent selection of clients, delegation of appropriate lending powers and by stipulating various prudential limits. The identification, measurement, monitoring and management of risks remain a key focus area for the Company. We have in place a proper risk mitigating methods and effective credit operations structure. The Board of Directors of your Company endorses the risk strategy and approves the risk policies.

INFORMATION TECHNOLOGY

Our Company constantly upgrades its technology both in terms of hardware and software. This also helped installing a good management information system for the management to get timely information for decision making.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

The internal control system is looked after by Directors themselves, who also looked after the day to day affairs to ensure compliances of guide lines and policies adhere to the management instructions and policies to ensure improvements in the system. The Internal Audit reports are regularly reviewed by the management. Internal Control measures and systems are established to ensure the correctness of the transactions and safe guarding of the assets. The control systems set on place are checked and further supplemented by MIS which provided for planned expenditure and information on disposal and acquisition of assets. Efforts for continued improvement of internal control system are being consistently made in this regard.

HUMAN RESOURCES VIS-À-VIS INDUSTRIAL RELATIONS:

The Company values and appreciates the dedication and drive with which its employees have contributed towards improved performance during the year under review. The relations with workers and staff are cordial during the year under review. All issues pertaining to staff matters are resolved in harmonious and cordial manner.

CAUTIONARY STATEMENT:

Statements in the Management Discussion and Analysis describing the Company's objectives, projections, estimates and expectations may be 'forward looking statements' within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include economic conditions affecting demand/supply and price conditions in the domestic and overseas markets in which the Company operates changes in the Government regulations, tax laws, and other statutes and other incidental factors.

INDEPENDENT AUDITOR'S REPORT

To the Members of Prism Medico And Pharmacy Limited

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 31st March, 2016, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

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 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 31st March, 2016, and its Loss and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2016 ("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-I", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

As required by section 143(3) of the Act, we report that:

We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;

In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;

The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;

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;

On the basis of the written representations received from the directors as on 31st March, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2016 from being appointed as a director in terms of Section 164 (2) of the Act;

With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure-II"; and

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:

The Company does not have any pending litigations which would impact its financial position;

The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

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
FRN 011348N

Akashdeep Chopra
Partner
M. No. 508817

Place: Mumbai
Date: 27.05.2016

ANNEXURE-I TO THE INDEPENDENT AUDITOR'S REPORT OF Prism Medico And Pharmacy Limited

The Annexure referred to in our report to the members of **Prism Medico And Pharmacy Limited** ('the Company') for the year ended 31st March, 2016.

We report that:

1.

a) The company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

b) According to the information and explanations given to us, the fixed assets are physically verified by the management on annual basis which in our opinion is at reasonable intervals. As per information and explanations given to us, no material discrepancies were noticed on such verification.

c) The company does not have any immovable property in its name hence clause (i) (c) of paragraph 3 of the Order is not applicable to the Company.

2. The Management has conducted physical verification of inventory at reasonable interval during the year and no material discrepancies were noticed on such physical verification.

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, the Company has complied with the provisions of section 185 & 186 of the Act, with respect to the loans and investments made.

5. The Company has not accepted deposit from the public covered under section 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the Rules made there under.

6. The Central Government has not prescribed the maintenance of cost records under sub-section (1) of section 148 of the Companies Act, 2013, for any of the activities of the company.

7. a).The company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues applicable to it with appropriate authorities. According to the information and explanations given to us, undisputed statutory dues payable in respect of the aforesaid dues amounting to Rs 20000/- were outstanding as at 31st March, 2016 for a period of more than six months from the date they became payable.

b). According to the information and explanations given to us, there are no disputed statutory dues payable in respect of income tax, sales tax, duty of customs, duty of excise and value added tax which have not been deposited on account of dispute as at 31st March, 2016.

8. According to the information and explanations given to us, the company has not taken any loan from any financial institution or bank or government or debenture holder, hence clause (viii) of paragraph 3 of the Order regarding default is not applicable to the Company.

9. The company has not raised any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year, hence clause (ix) of paragraph 3 of the Order regarding default is not applicable to the Company.

10. Based upon the audit procedures performed and information and explanations given to us, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year under audit.

11. According to the information and explanations given to us the company has not paid/provided for managerial remuneration during the year, hence clause (xii) of paragraph 3 of the Order is not applicable to the Company.

12. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company, hence clause (xii) of paragraph 3 of the Order is not applicable to the Company.

13. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with the provisions of section 177 and 188 of the Act where applicable and the details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.

14. According to the information and explanation given to us and based on our examination of the records of the company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.

15. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Therefore provisions of clause (xv) of paragraph 3 of the Order are not applicable to the Company.

16. The company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

For R. Mahajan & Associates
Chartered Accountants
FRN 011348N

Akashdeep Chopra
Partner
M. No. 508817

Place: Mumbai
Date: 27.05.2016

ANNEXURE-II TO THE INDEPENDENT AUDITOR'S REPORT OF Prism Medico And Pharmacy Limited

The Annexure referred to in our report to the members of **Prism Medico And Pharmacy Limited** ('the Company') for the year ended 31st March, 2016.

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **Prism Medico And Pharmacy Limited** ("the Company") as of 31 March 2016 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. 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.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For R. Mahajan & Associates
Chartered Accountants
FRN 011348N

Akashdeep Chopra
Partner
M. No. 508817

Place: Mumbai
Date: 27.05.2016

PRISM MEDICO & PHARMACY LIMITED
Balance Sheet as at 31st March, 2016

(Amount in Rupees)

PARTICULARS	NOTE NO	AS AT 31ST MARCH 2016	AS AT 31ST MARCH 2015
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	2	19,920,000	19,920,000
(b) Reserves and Surplus	3	(3,643,647.64)	(3,560,649.14)
(c) Money received against share warrants			
(2) Share application money pending allotment			
		-	-
(3) Non-Current Liabilities			
(a) Long-term borrowings			
(b) Deferred tax liabilities (Net)			
(c) Other Long term liabilities			
(d) Long term provisions			
(4) Current Liabilities			
(a) Short-term borrowings			
(b) Trade payables	4	700,000	200,000
(c) Other current liabilities	5	842,520	-
(d) Short-term provisions	6	711,694.67	253,879.17
TOTAL		18,530,567.03	18,530,567.03
II. ASSETS			
(1) Non-current assets			
<i>(a) Fixed assets</i>			
(i) Tangible assets	7	25,084	123,361
(ii) Intangible assets			
(iii) Capital work-in-progress			
(iv) Intangible assets under development			
(b) Non-current investments			
(c) Deferred tax assets (net)			
(d) Long term loans and advances			
(e) Other non-current assets			
(2) Current assets			
(a) Current investments			
(b) Inventories			
(c) Trade receivables	8	850,350	-
(d) Cash and cash equivalents	9	5,901,503.03	338,575.03
(e) Short-term loans and advances	10	11,753,630	16,351,294
(f) Other current assets			
TOTAL		18,530,567.03	18,530,567.03
Summary of significant accounting policies	1		
Notes to Accounts	16		

FOR R. MAHAJAN & ASSOCIATES
CHARTERED ACCOUNTANTS

[AKASHDEEP CHOPRA]
Partner
M.No.508817
Place: MUMBAI
Date: 27/05/2016

For and on behalf of the Board
Prism Medico & Pharmacy Limited

(SACHIN SHARMA)
DIRECTOR

(CHARU PAREEK)
DIRECTOR

PRISM MEDICO & PHARMACY LIMITED				
Profit & Loss Statement for the year ended 31st March, 2016 (Amount in Rupees)				
PARTICULARS		NOTE NO	FOR THE YEAR ENDED 31ST MARCH 2016	FOR THE YEAR ENDED 31ST MARCH 2015
I.	Revenue from Operations	11	850,350	-
II.	Indirect Income	12	642,336	553,352
III.	Total Revenue (I + II)		1,492,686	553,352
IV.	EXPENSES:			
	Purchase Of Stock-In-Trade		842,520	-
	Administrative & Selling Expenses			
	Employee Benefit Expenses	13	17,000	1,40,000
	Other Administrative and Selling Expenses			
	Other Misc. Expenses	15	622,096.50	420,140.47
	Finance Costs	14	172	206
	Depreciation and Amortization Expense		93,896	83,444
	Total Expenses		1,575,684.50	643,790.47
V.	Profit before Exceptional and Extraordinary Items and Tax (III - IV)		(82,998.50)	(90,438.47)
VI.	Exceptional Items			
VII.	Profit before Extraordinary Items and Tax (V - VI)		(82,998.50)	(90,438.47)
VIII.	Extra Ordinary Items			
IX.	Profit before Tax (VII - VIII)		(82,998.50)	(90,438.47)
X.	Tax Expense:			
	(1) Current Tax		-	-
	(2) Deferred Tax		-	-
	(4) Previous Year Tax		-	-
XI.	Profit/ (Loss) for the period from Continuing Operations		(82,998.50)	(90,438.47)
XII.	Profit/Loss from Discontinuing Operations		-	-
XIII.	Tax Expense of Discontinuing Operations		-	-
XIV.	Profit/ (Loss) from Discontinuing Operations (after Tax) (XII - XIII)		-	-
XV.	Profit/ (Loss) for the Period (XI + XIV)		(82,998.50)	(90,438.47)
XVI.	Earnings Per Equity Share			
	(1) Basic		0.04	0.05
	(2) Diluted		0.04	0.05
	Summary of significant accounting policies	1		
	Notes to Accounts	16		

FOR R.MAHAJAN & ASSOCIATES
CHARTERED ACCOUNTANTS

For and on behalf of the Board
Prism Medico & Pharmacy Limited

[AKASHDEEP CHOPRA]
Partner
M.No.508817
Place: MUMBAI
Date: 27/05/2016

(SACHIN SHARMA)
DIRECTOR

(CHARU PAREEK)
DIRECTOR

Annexures to the Balance Sheet

(Amount in Rs.)

Note - 2 Share Capital		As at 31st March, 2016		As at 31st March, 2015	
		No. Of share	Value (Rs.)	No. Of share	Value (Rs.)
1	Authorized Capital				
	Equity Shares of Rs 10/- each	2000000	20000000	2000000	20000000
	TOTAL	2000000	20000000	2000000	20000000
2	Issued.				
	Equity share of Rs. 10/- each	1992000	19920000	1992000	19920000
3	Subscribed & Fully Paid -up				
	Equity share of Rs. 10/- each	1992000	19920000	1992000	19920000
	TOTAL		19920000		19920000

A	Reconciliation of number of shares outstanding at the beginning and at the end of the reporting period :		
		No. Of share	No. Of share
	Ordinary Shares Issued:		
	At the beginning of the year	45,58,700	45,58,700
	Issued during the Year	0	0
	Outstanding at the end of the year	45,58,700	45,58,700
	Subscribed & Paid -up		
	Ordinary Shares:		
	At the beginning of the year	1992000	1992000
	Issued during the Year	0	0
	Less Forfeited During the Year	0	0
	Outstanding at the end of the year	1992000	1992000

B	Terms/ right attached to Equity Shares				
	The Company has Only one Class of equity shares having par value of Rs.10 per Shares. Each holder of Equity Shares is Entitled to one vote per share. In the event of liquidation of the company, the holders of equity share will be entitled to receive remaning assets of the Company, after distribution of all preferential amount. The distribution will be in proportion to the number of equity shares held by the shareholders.				
C	Detail of shares held by the holding company, the ultimate holding company, their subsidiaries and associates :	NIL		NIL	
D	Details of Share held by each Shareholder holding more than 5% shares				
	Ordinary shares with Voting Rights	As at 31st March, 2016		As at 31st March, 2015	
		No of Shares	%	No of Shares	%
	Share India Securities Ltd	135,962	6.83%	135,962	6.83%
	Huzaifah Hussein Bagasrawala	100,000	5.02%	-	-
	Emerald Corporate Advisory Pvt Ltd	170,000	8.53%	-	-
	Madhukar Sheth	105,500	5.30%	105,500	5.30%
		511462	25.68%	241462	12.13%

NOTE # 3	As at 31st March, 2016	As at 31st March, 2015
Reserves and Surplus		
(a) General Reserve	-	-
As per last Balance Sheet	(3,560,649.14)	(3,470,210.67)
Addition during the year	(82,998.50)	(90,438.47)
	1,01,35,700	1,01,35,700
(b) Securities Premium		
As per last Balance Sheet	-	-
Addition during the year	-	-
(c) Surplus i.e. Balance in the Statement of Profit & Loss		
As per last Balance Sheet		
Addition during the year		

Allocations & Appropriations
Transfer to Reserves

(3,643,647.64)

(3,560,649.14)

(3,643,647.64)

(3,560,649.14)

NOTE # 4**Short-Term Borrowings****Unsecured Loan****Loan From Related party**

From Directors

200000

200000

Loan from Bodies Corporate

500000

500000

-

-

-

-

-

-

-

-

-

-

NOTE # 5**Trade Payables**

Acceptances

-

-

other the Acceptances

842520

-

842520

-

NOTE # 6**Current Liabilities**

Other Current Liabilities

711,694.67

253,879.17

	711,694.67	253,879.17
NOTE # 8		
Trade Receivables		
Secured, Considered Good		
- Outstanding for a period exceeding six months		
- Others		
Less: Allowance for Bad & Doubtful Debts		
Unsecured, Considered Good		
- Outstanding for a period exceeding six months		
- Others	850,350	-
Less: Allowance for Bad & Doubtful Debts		
	850,350	-
NOTE # 9		
Cash and Cash Equivalents		
Balance with Banks	5,879,206.53	242,278.53
Cash in hand	22,296.50	96,296.50
	5,901,503.03	338,575.03
NOTE # 10		
SHORT TERM LOANS & ADVANCES		
Other Current Assets (Residual Head)		
Loans	11,076,119	15,998,017
Security Deposit	62,500	2,500
Advance to Parties	2,00,000	-
Income Tax refund	415,011	3,50,777
	11,753,630.00	16,351,294.00

Annexures to the Profit & Loss Statement

Particulars	For the Year Ended 31st March 2016	For the Year Ended 31st March 2015
NOTE # 11 Revenue From Operations		
Sales (Medical Devices)	850350	-
	850350	-
NOTE # 12 Other Incomes		
Interest Income	642336	553352
	-	-
	-	-
	642336	553352
NOTE # 13 Employee Benefit Expenses		
Salaries	17,000	1,40,000
	17,000	1,40,000
NOTE # 14 Finance Cost		
Bank charges	172	206
NOTE # 14 Other Expenses		
Publishing Expenses	14947	75514.47
Auditor's Remuneration	34350	29775
Postage & Courier Expenses	27,460.50	3506

Conveyance Expenses	16450	-
Assets Written Off	4381	-
Office Rent	105,000	-
Custodian Charges	-	6741
Printing & Stationery	31,205	12190
Prior Period Expenses	36762	-
Meeting & Conference Expenses	5500	-
Legal & Professional charges	59,491	91,725
Listing expenses\ RTA Expenses	271,550	165,167
Roc Expenses	15,000	34267
Office Expenses	-	1,255
Total	622,096.50	420,140.47

NOTE # 7

Assets	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	Cost as on 01.04.2015	Addition	Sale / Transfer	Cost as on 31.03.2016	As on 01.04.2015	For the Year	Sale / Adjustment	As on 31.03.2016	W.D.V as on 31.03.2016	W.D.V as on 31.03.2015
COMPUTER	156,153.00	-		156,153.00	148,345.00	-		148,345.00	7,808.00	7,808.00
ELEC. INSTALLATION	87,627.00		87,627.00	-	58,320.00	24,926.00	83,246.00	-	-	29,307.00
FUR & FIXTURE	300,011.00			300,011.00	216,040.00	68,970.00		285,010.00	15,001.00	83,971.00
OFFICE EQUIP.	28,000.00			28,000.00	26,600.00	-		26,600.00	1,400.00	1,400.00
PRINTER	17,500.00			17,500.00	16,625.00	-		16,625.00	875.00	875.00
TOTAL	589,291.00		87,627.00	501,664.00	465,930.00	93,896.00	83,246.00	476,580.00	25,084.00	123,361.00
PREVIOUS YEAR	589,291.00		-	589,291.00	382,486.00	-		456,930.00	123,361.00	206,805.00

Notes to financial statements for the year ended 31st March, 2016**NOTES FORMING PART OF THE ACCOUNTS****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

- iii) 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.

16 :- 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.

	2015-16	2014-15
g. Payments to Auditor's :		
Statutory Audit Fees :	34350/-	29775/-
h. Director's remuneration:	NIL	NIL

- i. Amount due to / from the parties are subject to confirmation.
- j. Applying the principles of Accounting Standard – 22 net Deferred Tax assets has emerged. However in the absence of reasonable certainty and convincing evidence of the future taxable income, the same has not been recognized in the accounts
- k. The trading of the shares of the company at Bombay Stock Exchange has been suspended with effect from August 21, 2015
- l. AS per Accounting Standard (AS-20) on Earning per share (EPS) issued by the ICAI, the particulars of EPS for the equity shareholders are as below:

S. No.	Particulars	Current year 2016	Previous year 2015
1	Net Profit (loss) as per P/L A/c	(82998.50)	(90438.47)
2	Average No. of equity shares used as denominator for calculating EPS	1992000	1992000
3	EPS (Basic & Diluted) (Rs.)	(0.04)	(0.05)
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. Sachin Sharma

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

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

- O. The 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 AUDIT REPORT OF EVEN DATE ATTACHED

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

FOR & ON BEHALF OF THE BOARD

(AKASHDEEP CHOPRA)
PARTNER
M. NO. 508817

(SACHIN SHARMA)
DIRECTOR
DIN: 05281526

(CHARU PAREEK)
DIRECTOR
DIN: 07190709

Place : Mumbai
Dated : 27-05-2016

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016

PARTICULARS	31-03-16 (Rupees)	31-03-15 (Rupees)
A <u>CASH FLOW FROM OPERATING ACTIVITIES</u>		
Net Profit /(Loss) before tax and Extra Ordinary items	(82,999)	(90,438)
<u>Adjustment for:-</u>		
Depriciation	93,896	83,444
Assests Written Off	4,381	-
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	15,278	(6,994)
<u>Adjustment for:-</u>		
Trade and other receivables	(850,350)	-
Trade Payables and other liabilities	1,300,336	81,985
Others receivables/Current Assets/Deferred Tax Assets		
Cash geneated from operations	465,264	74,991
Direct Taxes Paid	-	-
Extra-Ordinary Items	-	-
NET CASH FLOW FROM OPERATING ACTIVITIES I	465,264	74,991
B <u>CASH FLOW FROM INVESTING ACTIVITIES</u>		
Purchase of Fixed Assets		
Sale of Fixed Assets		
Loans/Deposits received back	4,597,664	(45,352)
New Investments		
Sale of Investments		
Interest Received		
Dividend Received		
NET CASH USED IN INVESTING ACTIVITIES II	4,597,664	(45,352)
C <u>CASH FLOW FROM FINANCING ACTIVITIES</u>		
Loans/Deposits received back	500,000	200,000
Preceeds from issue of share capital		
Preceeds from Long term boeeowings		
Repayment of Financial Liabiliy/Lease		
Dividend Paid		
NET CASH USED IN FINANCING ACTIVITIES III	500,000	200,000
NET INCREASE/(DECREASE) IN CASH OR CASH EQUIVALENTS	5,562,928	229,639
Add:- CASH & CASH EQUIVALENTS AS AT 01/04/2014	338576	108937
CASH & CASH EQUIVALENTS AT AT 01/04/2015	5,901,504	338,576
		-

For R.MAHAJAN & ASSOCIATES
CHARTERED ACCOUNTANTS
FRN 011348N

(AKASHDEEP CHOPRA)
PARTNER
M. NO. 508817

PRISM MEDICO & PHARMACY LIMITED
 Regd off: 23/91 , White Bungalow , Yashwant Nagar,
 Near Filmistan Studio and Patkar College,
 Opposite BMC School, Goregaon West, Mumbai-400104

ATTENDANCE SLIP

Name and Address of Shareholder	Folio No.
No. of Shares	Client ID

I hereby record my presence at the 14th Annual General Meeting of the Company at 23/91 , White Bungalow , Yashwant Nagar, Near Filmistan Studio and Patkar College, Opposite BMC School, Goregaon West, Mumbai-400104, Friday, 30th September, 2016 at 2.30 P.M.

 Signature of the Shareholder or Proxy

 Email Address:

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of the Annual Report at the meeting.

Electronic Voting Event Number (EVEN)	USER I'D	PASSWORD
105268		

PRISM MEDICO & PHARMACY LIMITED
 Regd off: 23/91 , White Bungalow , Yashwant Nagar,
 Near Filmistan Studio and Patkar College,
 Opposite BMC School, Goregaon West, Mumbai-400104.

PROXY FORM

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

Name of the Company: PRISM MEDICO & PHARMACY LIMITED.

CIN: L51109MH2002PLC206595

Registered Office: 23/91 , White Bungalow , Yashwant Nagar,
 Near Filmistan Studio and Patkar College,
 Opposite BMC School, Goregaon West, Mumbai-400104.

Website: <http://www.prismmedicos.com/>

Email: investorgrievancewmcl@gmail.com

Name of the Member(S):			
Registered Address:			
Email -id:			
Folio No. Client ID:		DP ID:	

I/We, being the member (s) of _____ shares of the above named Company, hereby appoint

1. Name: _____
 Address: _____
 Email Id: _____
 Signature: _____ or failing him

2. Name: _____
 Address: _____
 E-mail Id: _____
 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 14th Annual General Meeting of Prism Medico & Pharmacy Limited to be held on the 30th day of September, 2016 at 2.30 P.M. on Friday at 23/91 , White Bungalow , Yashwant Nagar, Near Filmistan Studio and Patkar College, Opposite BMC School, Goregaon West, Mumbai-400104 " and at any adjournment thereof in respect of such Resolutions as are indicated below:

Resolution No.	Resolution
Ordinary Business	
1.	Adoption of Audited Financial Statements for the year ended 31st March, 2016.
2.	Re-appointment of Mr. Sachin Sharma who retires by rotation and being eligible, offers himself for re-appointment.
3.	Ratification of Appointment of R.Mahajan & Co. as Statutory Auditor of the Company
Special Business	
4.	Appointment of Ms. Charu Pareek as an Independent Director of the Company.

Affix
 Revenue
 Stamp

Signed this..... day of..... 2016.

Signature of shareholder

Signature of Proxy holder(s)

Notes:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- Please complete all details including details of member(s) before submission.

BOOK-POST

If undelivered please return to:

PRISM MEDICO & PHARMACY LIMITED
23/91 , White Bungalow , Yashwant Nagar,
Near Filmistan Studio and Patkar College,
Opposite BMC School, Goregaon West, Mumbai-400104